

# **EXHIBIT 32-B**

## MILWAUKEE GAS LIGHT COMPANY

-2- Annual Meeting of Stockholders - 2/3/41

There were thus present in person stockholders of the corporation holding 7 shares of common stock, and represented by proxy, stockholders of the corporation holding 176,527 shares of common stock, or a total of 176,534 shares, being more than a majority of the total number of shares of common stock outstanding and entitled to vote. The certified list of common stockholders is appended to these minutes as pages 102 to 104 inclusive.

INSPECTION OF PROXIES: The Chairman appointed Messrs. W. Davidson and E. Gillen tellers to canvass the proxies presented at the meeting and to report to the meeting what common stockholders were present in person or by proxy.

REPORT OF TELLERS: The tellers thereupon canvassed the proxies presented and compared the same with the list of common stockholders and reported that common stockholders were present in person or by proxy as above stated. The tellers' report was ordered filed and together with the proxies is appended to these minutes as pages 105 to 108 inclusive.

APPROVAL OF MINUTES: The Secretary then presented the minutes of the Annual Meeting of the Stockholders held on February 5, 1940, which were read and approved.

APPROVAL OF REPORT AND RATIFICATION OF  
ACTS OF DIRECTORS AND OFFICERS:

The Chairman then presented the annual report of the company for the year 1940, and after lengthy discussion and careful consideration, and upon motion of Mr. Anger, duly made and seconded, it was unanimously

RESOLVED, that the annual report of the company for the year 1940, and the acts and proceedings of the directors and officers in the furtherance of the matters therein set forth and as shown in Minute Book Vol. X on pages 60 to 95, inclusive, be and the same hereby are fully approved, ratified and confirmed.

The Chairman stated that the work of the Auditors, Arthur Andersen & Company, had not been completed and that when ready the annual report would be mailed to all the stockholders of the company.

ELECTION OF DIRECTORS: The meeting then proceeded to the election of nine directors as successors to the directors whose terms expire with this annual meeting.

## MILWAUKEE GAS LIGHT COMPANY

-3- Annual Meeting of Stockholders - 2/3/41

The following names were placed in nomination by Mr. Rahn, all of whom are stockholders in the corporation:

1. Arthur H. Anger	Milwaukee, Wis.
2. Frank L. Conrad	Chicago, Ill.
3. Walter Davidson	Milwaukee, Wis.
4. Edward E. Gillen	" "
5. Herbert F. Lindsay	" "
6. C. R. Messinger	" "
7. Bruno Rahn	" "
8. L. T. Smith	" "
9. Chester O. Wanvig	" "

There being no other nominations, and on motion of Mr. Lindsay, duly seconded, it was unanimously

RESOLVED, that the Secretary be, and he hereby is instructed to cast the ballot of all stockholders present in person or by proxy for the election of the above named gentlemen to serve as Directors of the company until the next annual meeting of the Stockholders, or until their successors shall be elected and qualified.

The Secretary having cast the ballot of the Stockholders as directed, the above named nine gentlemen were thereupon declared by the Chairman duly elected Directors until the next annual meeting of the Stockholders, or until their successors shall be elected and qualified.

ADJOURNMENT: No other business coming before the meeting, it was, on motion duly made and seconded, adjourned.



Secretary.

## MILWAUKEE GAS LIGHT COMPANY

STATE OF WISCONSIN, }  
MILWAUKEE COUNTY. } ss.

NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS  
To the Stockholders of  
Milwaukee Gas Light Company.  
Notice is hereby given that the Annual  
Meeting of the Stockholders of Milwaukee  
Gas Light Company will be held, pursuant  
to the By-Laws, at the office of the  
company, 626 East Wisconsin Avenue, Mil-  
waukee, Wisconsin, on the 3rd day of  
February, 1941, at 10:00 o'clock A. M.,  
for the purpose of electing Directors and  
for the transaction of such other business  
as may properly come before the meeting.  
Signed: L. T. SMITH, Secretary  
MILWAUKEE, WIS.  
Dated: January 21, 1941.

T. P. Leipzig....., being duly sworn, says that  
he is the foreman of the printers of the MILWAUKEE  
SENTINEL, which is a public newspaper of general cir-  
culation, printed and published in the City of Milwau-  
kee, in said county; that a notice, of which the printed  
one hereto attached is a true copy, was published in said  
newspaper on the following date:

January 22, 1941

that the said MILWAUKEE SENTINEL is a newspaper  
printed in the English language, and that said printed  
copy was taken from said newspaper.

Subscribed and sworn to before me

on January 22....., 1941

*Charles J. Simpson*  
Notary Public, Milwaukee County.  
My Commission Expires Sept. 6, 1942

9717-35

## Affidavit of Publication

State of Wisconsin, }  
Milwaukee County. } ss.

NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS  
To the Stockholders of  
Milwaukee Gas Light Company.  
Notice is hereby given that the annual  
meeting of the stockholders of Milwaukee  
Gas Light Co. will be held, pursuant to the  
By-Laws, at the office of the company, 626  
E. Wisconsin av., Milwaukee, Wis., on the  
third day of February, 1941, at 10:00  
o'clock, A. M., for the purpose of electing  
directors and for the transaction of such  
other business as may properly come be-  
fore the meeting.  
Signed:  
L. T. SMITH,  
Secretary.  
MILWAUKEE, WIS.  
Dated: January 21, 1941.

*Louis J. Gilg*....., being duly sworn, says that  
he is the foreman of the printers of The Milwaukee Journal, which is a public news-  
paper of general circulation, printed and published in the city of Milwaukee, in said  
county; that a notice, of which the printed one hereto attached is a true copy, was  
published in said newspaper on the.....twenty-second.....day of  
.....January....., 1941, and once in each and every week  
thereafter for.....successive and consecutive weeks; that the date of the last of  
such publications was the....22nd....day of...January.....A. D.,  
1941; and that said publication was made once in each week for...one.....  
successive weeks in all. That the said Milwaukee Journal is a newspaper printed in  
the English language and that said printed copy was taken from said newspaper.

*Louis J. Gilg*.....  
Subscribed and sworn to before me this ..... day of  
.....January.....A. D., 1941

*John J. Sullivan*  
Notary Public, Milwaukee County, Wisconsin  
My Commission Expires Nov. 22, 1942



## MILWAUKEE GAS LIGHT COMPANY

AFFIDAVIT

STATE OF WISCONSIN    )  
                               ) ss.  
 County of Milwaukee    )

I, ETHEL M. SMITH, being duly sworn, depose and say that I am in the employ of Milwaukee Gas Light Company as Stenographer and Clerk in the office of the Secretary of said Company; that on the 21st day of January, 1941, I had addressed and caused to be mailed, and know of my own knowledge that there was deposited in the Post Office at Milwaukee, Wisconsin, to be mailed, notices of Annual Meeting of Stockholders of Milwaukee Gas Light Company, addressed to each stockholder as his address appeared on the Stock Book of the company at that date, and that the attached is a true copy of the notice so mailed.

Ethel M. Smith

Subscribed and sworn to before me

this 22<sup>d</sup> day of January, 1941.

M. Luntz  
 Notary Public, Milwaukee County, Wis.

My commission expires Nov. 8, 1942

## MILWAUKEE GAS LIGHT COMPANY

EAST WISCONSIN AVE AT NORTH VAN BUREN ST.  
MILWAUKEE

B. RAHN  
PRESIDENT  
E. HAASE  
VICE-PRESIDENT  
B. T. FRANCK  
VICE-PRESIDENT - SALES & SERVICE  
L. T. SMITH  
SECRETARY & TREASURER  
R. JOHNSON  
ASST. SECRETARY & ASST. TREASURER  
P. J. IMSE  
ASST. SECRETARY & ASST. TREASURER

NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS

To the Stockholders of  
Milwaukee Gas Light Company.

Notice is hereby given that the Annual Meeting of the Stockholders of Milwaukee Gas Light Company will be held, pursuant to the By-laws, at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on the 3rd day of February, 1941, at 10:00 o'clock, A.M., for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

Yours very truly,



Secretary.

Dated: January 21, 1941.

## MILWAUKEE GAS LIGHT COMPANY

CERTIFIED LIST OF COMMON STOCKHOLDERSFebruary 3, 1941

	<u>Number of Shares</u>
American Light & Traction Co. 105 West Adams St., Room 2200, Chicago, Ill.....	175,944
Ethel B. Scully Alden Route 4, Fort Wayne, Ind.....	18
Anderson & Co. c/o Fidelity-Philadelphia Trust Co. 135 South Broad St., Philadelphia, Pa.....	125
Arthur H. Anger 2669 No. Terrace Ave., Milwaukee, Wis.....	1
Emily B. Bayley c/o E. W. Clark & Co. 321 Chestnut St., Philadelphia, Pa.....	36
Edward F. Beatty 1517 Locust St., Philadelphia, Pa.....	3
R. B. Brown Deer Harbor, Orcas Island, Washington.....	45
Florence W. Colton Old Gulph Road & Roberts Ave., Bryn Mawr, Pa.....	21
Florence W. Colton & Robert T. Wilson, Testamentary Trustees for Florence W. Colton, et al, under will of Ralph L. Colton, Dec'd. Old Gulph Road & Roberts Ave., Bryn Mawr, Pa.....	61
Harold S. Colton Flagstaff, Arizona.....	100
Frank L. Conrad c/o American Light & Tr. Co. 105 West Adams St., Suite 2200, Chicago, Ill.....	1
Maria B. Curtis R. F. D. #1, Media Delaware Co., Pa.....	16
Walter Davidson 3700 W. Juneau Ave. Milwaukee, Wis.....	1
Walstein F. Douthirt 52 William St., New York City, N. Y.....	25
Fidelity-Philadelphia Trust Co., Harold Sellers Colton & Robt. P. Esty, Trustees u/w of Sabin W. Colton, Jr., Dec'd. c/o Fidelity-Philadelphia Trust Co., Trust Dept. 135 So. Broad St., Philadelphia, Pa.....	1,219
Lucy Ripley Fox 2015 No. Lake Drive Milwaukee, Wis.....	72

**MILWAUKEE GAS LIGHT COMPANY**  
**CERTIFIED LIST OF COMMON STOCKHOLDERS**  
**February 3, 1941**

	<u>Number of Shares</u>
Edward E. Gillen c/o Edward E. Gillen Co. 626 E. Wisconsin Ave., Milwaukee, Wis.....	1
Alfred Morton Githens 101 Park Ave., New York, N.Y.....	12
Thomas S. Githens Aldan Park Manor Wissahickon & Cheltenham Aves., Gtn., Philadelphia, Pa.....	12
Elsabeth L. Glass 925 E. Wells St., Milwaukee, Wis.....	39
Louise Gregg 2919 N. Hackett Ave., Milwaukee, Wis.....	18
Ewald Haase 3012 No. Stowell Ave., Milwaukee, Wis.....	39
Integrity Trust Co. and Susan S. Jardella, Trustees under the will of Evaleen Y. Sullivan, Dec'd. c/o Trust Department, 16th & Walnut St., Philadelphia, Pa....	223
John Knickerbacker 86 First St., Troy, New York.....	558
Herbert F. Lindsay 126 So. Second St., Milwaukee, Wis.....	1
Edith Madeira The Newport 16th & Spruce St., Philadelphia, Pa.....	54
C. R. Messinger c/o Chain Belt Co. 1600 West Bruce St., Milwaukee, Wis.....	1
Hannah S. Molony c/o The Fifth Ave. Bank of New York 530 Fifth Ave., New York, N. Y.....	41
Katherine M. Morris 323 West Mermaid Ave., Chestnut Hill, Philadelphia, Pa.....	54
George R. Nichols 1531 Locust St., Philadelphia, Pa.....	46
John Arthur Brown, Substituted Trustee under Will of Catharine Procter, Dec'd. 1535 Land Title Bldg., Philadelphia, Pa.....	17
Bruno Rahm 626 E. Wisconsin Ave., Milwaukee, Wis.....	1
Cornelia W. Roebling #1 West State St., Trenton, N. J.....	1,052
Howard C. Rogers 870 Second Ave., Troy, New York.....	3

-3-

MILWAUKEE GAS LIGHT COMPANY  
CERTIFIED LIST OF COMMON STOCKHOLDERS  
February 3, 1941

	<u>Number of Shares</u>
G. T. Shoemaker c/o American Light & Traction Co. 105 West Adams St., Suite 2200, Chicago, Ill.....	1
Louis T. Smith 626 E. Wisconsin Ave., Milwaukee, Wis.....	1
George Stevens P.O. Box 506, Lowell, Mass.....	113
Chester O. Wanvig c/o Globe-Union Inc. 900 E. Keefe Ave., Milwaukee, Wis.....	1
Mary R. White, Louis Quarles & Marshall & Ilsley Bank, Trustees of the Trust created by last Will & Testament of Edwin E. White, Dec'd. 721 No. Water St., Milwaukee, Wis.....	24
Total	<u>180,000</u>

I, L. T. SMITH, Secretary of Milwaukee Gas Light Company, a corporation organized and existing under the laws of the State of Wisconsin, do hereby certify that the above statement of Stockholders of Record of this corporation with the number of shares owned by each, represents the total issued and outstanding common capital stock of the said corporation as shown by the books of the corporation at the opening of business on the 3rd day of February, 1941.

I further certify that such stockholders are entitled to vote and to cast the number of votes indicated by the number of shares on said statement.

3<sup>rd</sup> WITNESS my hand and seal of said Corporation this  
day of February, 1941.

  
Secretary.



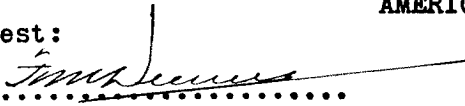



AMERICAN LIGHT & TRACTION COMPANY  
 PROXY FOR ANNUAL MEETING OF STOCKHOLDERS  
 of  
 MILWAUKEE GAS LIGHT COMPANY  
 to be held February 3, 1941 .

KNOW ALL MEN BY THESE PRESENTS, that AMERICAN LIGHT & TRACTION COMPANY, a corporation organized under the laws of the State of New Jersey, has made, constituted and appointed, and hereby does make, constitute, and appoint

Bruno Rahn and Ewald Haase,  
 or either of them, its true and lawful attorneys, or attorney, for it and in its name, place and stead, to vote on all stock owned by it in Milwaukee Gas Light Company on any and all matters and questions arising at the annual meeting of the stockholders of said company to be held on February 3, 1941, at 10 o'clock A.M., or any adjournment thereof, with full power of substitution in the premises, hereby ratifying and confirming all that its said attorney, or substitutes, shall lawfully do or cause to be done in the premises by virtue hereof.

In Witness Whereof, AMERICAN LIGHT & TRACTION COMPANY has caused these presents to be subscribed in its corporate name by its duly authorized officers and its corporate seal to be hereunto affixed this 16th day of January , 1941.

Attest: AMERICAN LIGHT & TRACTION COMPANY,  
  
 .....  
 Assistant Secretary.   
 .....  
 Vice President.

Signed, sealed and delivered  
 in the presence of:

...K.E. McGraw...

## PROXY FOR ANNUAL MEETING OF STOCKHOLDERS

of

MILWAUKEE GAS LIGHT COMPANY

to be held February 3, 1941

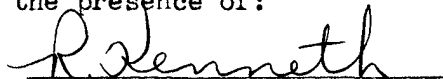
KNOW ALL MEN BY THESE PRESENTS, that the undersigned has made, constituted and appointed, and hereby does constitute and appoint B. RAHN and L. T. SMITH, or either of them, his true and lawful attorneys or attorney, for him and in his name, place and stead, to vote on all stock held by him in the Milwaukee Gas Light Company, on any and all matters and questions arising at the annual meeting of the stockholders of said Company to be held on the third day of February, 1941, at 10:00 o'clock A. M., or any adjournment thereof, as fully as he could do if personally present, with full power of substitution in the premises, hereby ratifying and confirming all that his said attorneys, or their substitutes, shall lawfully do or cause to be done in the premises by virtue thereof.

This proxy is given without solicitation made by or on behalf of said Company or its management, directly or indirectly.

Dated, January 23, 1941.



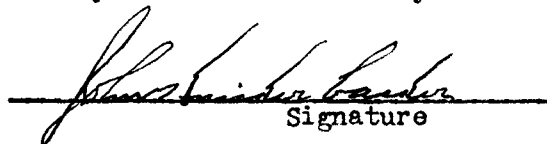
In the presence of:



## PROXY FOR ANNUAL MEETING OF SHAREHOLDERS

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned shareholder in MILWAUKEE GAS LIGHT COMPANY, Milwaukee, Wisconsin, do hereby nominate, constitute and appoint NORMAN W. EISEMAN my true and lawful attorney, for me and in my name, place and stead to vote upon all the shares of the said MILWAUKEE GAS LIGHT COMPANY of Milwaukee, standing in my name on the books of the said Company at the annual meeting of the shareholders thereof, to be held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on the 3rd day of February, 1941, at ten o'clock, A. M., or at any meeting held pursuant to a postponement or adjournment thereof, on any and all of the proposals contained in the notice of the said annual meeting of the shareholders of said company, receipt of which notice is hereby acknowledged and the terms of which notice are hereby incorporated by reference into this proxy, with all the powers the undersigned would possess if present personally at said meeting, or at any meeting held pursuant to a postponement or adjournment thereof, hereby revoking all proxies by me heretofore made.

IN WITNESS WHEREOF, I have hereunto set my hand this first day of February, 1941.

  
Signature

  
Witness to Signature.

## MILWAUKEE GAS LIGHT COMPANY

Annual Meeting of the  
Board of Directors  
-----Milwaukee, Wis., Feb. 3, 1941 -  
11:00 A.M.

Pursuant to the By-Laws, the annual meeting of the Directors of the Milwaukee Gas Light Company was held immediately following the annual meeting of the Stockholders, at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, February 3, 1941, at 11:00 o'clock A.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, Ed. Gillen, H. Lindsay, C. R. Messinger, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTOR ABSENT: Mr. Frank L. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on January 20, 1941, which were read and approved.

ELECTION OF OFFICERS: The meeting then proceeded to the election of officers of the company for the ensuing year. The following names were placed in nomination by Mr. Rahn:

Bruno Rahn	President
Ewald Haase	Vice President
Bernard T. Franck	Vice President
Louis T. Smith	Secretary & Treasurer
Paul J. Imse	Asst. Secy. & Asst. Treas.
Robert Johnson	Asst. Secy. & Asst. Treas.
Thomas M. Leahy	Asst. Secretary
J. F. McEllen	Asst. Secretary

There being no other nominations, on motion of Mr. Wanvig, seconded and unanimously carried, the Secretary was instructed to cast the ballot of the Directors present for the election of said nominees, which was accordingly done, and thereupon the Chairman declared the above named as officers of the company to serve until the next annual meeting of the Directors, or until their successors shall be elected and qualified.



MILWAUKEE GAS LIGHT COMPANY

-2- Annual Meeting of the Board of Directors - 2/3/41.

SALARIES OF OFFICERS: On motion of Mr. Messinger, duly seconded and unanimously adopted, it was

RESOLVED, that the annual salaries of the officers listed below be the amounts set opposite their respective names and effective on the date specified, payable monthly:

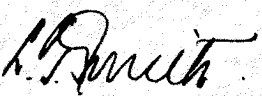
		<u>Amount Per Annum</u>	<u>Effective</u>
Bruno Rahn	President	\$27,500	Feb. 1-1941
B. T. Franck	Vice President	10,000	Feb. 1-1941
Louis T. Smith	Secretary & Treasurer	8,000	Feb. 1-1941
Paul J. Imse	Asst.Secy. & Asst.Treas.	5,700	Jan. 1-1941
Robert Johnson	Asst.Secy. & Asst.Treas.	5,700	Feb. 1-1941

APPOINTMENT OF COUNSEL: On motion of Mr. Davidson, duly seconded, Miller, Mack & Fairchild were appointed Counsel of the company with a retainer fee of \$12,000 per annum.

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Lindsay, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of March, 1941, to stockholders of record at the close of business on the 22nd day of February, 1941, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary.

## MILWAUKEE GAS LIGHT COMPANY

## Regular Meeting of the

Board of Directors  
-----

Milwaukee, Wis., March 17-1941  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, March 17, 1941, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, Ed. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Mr. F. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

DEATH OF CHARLES R. MESSINGER: The President reported the death of director Charles R. Messinger, who died on February 4, 1941, at the age of fifty-seven. Mr. Messinger was a director of this company for almost thirteen years, during which period he at all times took an active interest in the affairs of the company. His death is a personal loss to the members of the entire Milwaukee Gas Light Company organization.

Upon motion of Mr. Wanvig, a memorial resolution was drafted and unanimously adopted, and the Secretary was instructed to spread this resolution upon the minutes of this meeting.

The memorial resolution as adopted by the Board of Directors is appended to these minutes on page No. 113.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on February 3, 1941, which were read and approved.

REPORT: The balance sheet of the company as of February 28, 1941, and an income and profit and loss statement for the two months ending February 28, 1941, together with pertinent data and comparative statistics, were presented and considered. After discussion the reports were ordered placed on file.

## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 3/17/41 (Cont.)

COMMON STOCK DIVIDEND: Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.00), payable on the 24th day of March, 1941, to stockholders of record at the close of business on the 20th day of March, 1941, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

APPROVAL OF SUBSCRIPTIONS AND DONATIONS: The President reported that the officers had renewed the following subscriptions of \$100.00 or more each, since the last meeting of the Board of Directors, and not heretofore approved by the Board:

Milwaukee Association of Commerce	Subscription	\$600.00
Wisconsin State Chamber of Commerce	"	\$100.00
Citizens Bureau of Milwaukee	"	\$150.00

Upon motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that the action of the officers in renewing the subscriptions as above listed be and the same is hereby approved and confirmed.

MILWAUKEE MIDSUMMER FESTIVAL SUSTAINING FUND: The meeting then proceeded to consider the appeal of the Milwaukee Midsummer Festival Commission for financial support in expanding the scope of previous annual Midsummer Festivals. After discussion and careful consideration, and upon motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a subscription of One Hundred Dollars (\$100.00) to the Milwaukee Midsummer Festival Sustaining Fund.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*L. P. Smith.*

Secretary.

## MILWAUKEE GAS LIGHT COMPANY

I N M E M O R I A M

The Board of Directors of  
Milwaukee Gas Light Company  
record the following expression of their  
sense of loss in the passing, on February 4-1941,  
of their Friend and Associate

CHARLES RAYMOND MESSINGER  
for thirteen years a member of this Board

- - - -

Mr. Messinger was a man of unusual ability. A wide acquaintance with men and with public affairs fitted him for the many positions of trust and responsibility so frequently placed upon him.

His judgment in financial matters was almost unerring, while his broad culture and intimate knowledge of educational work throughout the country, especially qualified him for service in matters pertaining to education.

Interested and helpful in all things connected with the advancement of Milwaukee, in civic matters, in welfare work, and in all enterprises for the city's growth and development, he contributed unsparingly of his time and energy for their promotion.

The directors desire to record their personal loss, as well as the loss which the company has sustained in his death.

THE BOARD OF DIRECTORS OF  
MILWAUKEE GAS LIGHT COMPANY

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., April 21-1941  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, April 21, 1941, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, W. Davidson, Ed. Gillen, H. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. F. L. Conrad and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

FILLING OF VACANCY IN THE BOARD OF DIRECTORS: The President nominated Mr. W. C. Buchanan to fill the vacancy in the Board of Directors caused by the death of Mr. C. R. Messinger. There being no other nominations, on motion of Mr. Gillen, seconded and unanimously carried, the Secretary was instructed to cast the ballot of the Directors present for the election of said nominee, which was accordingly done, and thereupon the Chairman declared Mr. W. C. Buchanan a Director of the company to serve until the next annual meeting of the Stockholders, or until his successor shall be elected and qualified.

Mr. Buchanan being present, and being qualified to act as a Director of the corporation, immediately entered upon the discharge of his duties as a Director.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on March 17, 1941, which were read and approved.

REPORT: The balance sheet of the company as of March 31, 1941, and an income and profit and loss statement for the three months ending March 31, 1941, together with pertinent data and comparative statistics, were presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

OLD EMPLOYEE: The President submitted for consideration the case of Sam Silva, Sr., an old employe physically unable to continue at his work. Mr. Silva was employed in the Street Department as a laborer;



## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 4/21/41 (Cont.)

OLD EMPLOYE (CONT.)

age 73 years, and was in the employ of the company 24 years. The record of this employe is on file in the Payroll Department.

Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that Sam Silva, Sr. be retired from duty, and that until further action by this Board he be given an allowance of Twenty-five Dollars (\$25.00) per month, beginning April 1, 1941, chargeable to Welfare Account.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., May 19-1941  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, May 19, 1941, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, F. L. Conrad, W. Davidson, Ed. Gillen, H. Lindsay, B. Rahm and L. T. Smith.

DIRECTOR ABSENT: Mr. C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahm, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on April 21, 1941, which were read and approved.

REPORT: The balance sheet of the company as of April 30, 1941, and an income and profit and loss statement for the four months ending April 30, 1941, together with pertinent data and comparative statistics, were presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.00), payable on the 1st day of June, 1941, to stockholders of record at the close of business on the 26th day of May, 1941, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 5/19/41 (Cont.)

COMMON STOCK DIVIDEND: Upon motion of Mr. Davidson, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.00), payable on the 29th day of May, 1941, to stockholders of record at the close of business on the 24th day of May, 1941, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

WISCONSIN CITIZENS' MILITARY TRAINING CAMP ASS'N.: The President presented the appeal of the Wisconsin Citizens' Military Training Camp Association for the renewal of our annual subscription to this cause. After discussion, and upon motion of Mr. Davidson, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew the subscription of One Hundred Dollars (\$100.00) to the Wisconsin Citizens' Military Training Camp Association.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., June 16-1941  
4:00 P.M.

The regular Monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, June 16, 1941, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Buchanan, F. L. Conrad, W. Davidson, Ed. Gillen, H. Lindsay, B. Rahm, L. T. Smith and C. O. Wamvig, constituting the entire Board.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on May 19, 1941, which were read and approved.

REPORT: The balance sheet of the company as of May 31, 1941, and an income and profit and loss statement for the five months ending May 31, 1941, together with pertinent data and comparative statistics, were presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

NATURAL GAS: The President reviewed in detail the present status of negotiations for the furnishing of natural gas to the company and the progress of the hearings before the Public Service Commission on the applications of three pipe line companies for a certificate of convenience and necessity, covering the construction of a pipe line to Milwaukee and vicinity. In this he brought up to date the information to the directors who had continuously been kept advised as to the situation.

After discussion, the following resolution was, on motion duly made and seconded, unanimously adopted:

WHEREAS, extensive study and consideration have led the officers and directors of the company to the conclusion that the best interests of its consumers, investors and employees, would be served by the introduction and sale of natural gas in lieu of manufactured gas in its territory, provided the same can be obtained under satisfactory terms and conditions and that such terms and conditions appear to be available; and

## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 6/16/41 (Cont.)

WHEREAS, it is the opinion of the officers and directors that the best interests of its consumers, investors and employes, require a source of supply separately for the Wisconsin area and independently of supply to the Chicago area or any other large market;

NOW, THEREFORE, BE IT RESOLVED that the President be and he hereby is authorized to state the position of the company, as hereinabove set forth, before the Public Service Commission of Wisconsin and otherwise at such time and in such way as he may deem advisable.

WISCONSIN TAXPAYERS ALLIANCE:

WISCONSIN CITIZENS PUBLIC EXPENDITURE SURVEY:

MOUNT SINAI HOSPITAL:

UNITED SERVICE ORGANIZATIONS FOR NATIONAL DEFENSE:

The meeting then proceeded to consider the appeals of the several organizations listed above for financial support of their work. After discussion and careful consideration, the following resolutions were unanimously adopted:

On motion of Mr. Wanvig, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew a subscription of Two Hundred and Fifty Dollars (\$250.00) to the Wisconsin Taxpayers Alliance.

On motion of Mr. Wanvig, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew a subscription of Four Hundred Dollars (\$400.00) to the Wisconsin Citizens Public Expenditure Survey.

On motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a donation of One Hundred Dollars (\$100.00) to the Mount Sinai Hospital.



## MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 6/16/41 (Cont.)

On motion of Mr. Buchanan, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a donation of Five Hundred Dollars (\$500.00) to the United Service Organizations for National Defense.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----Milwaukee, Wis., July 21-1941  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, July 21-1941, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Buchanan, W. Davidson, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad and Ed. Gillen.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on June 16, 1941, which were read and approved.

REPORT: The meeting then proceeded to discuss and consider the policies of the company with respect to the labor situation, future material prices, taxes, and other matters affecting the company's operations. The balance sheet of the company as of June 30, 1941 and an income and profit and loss statement for the six months ending June 30, 1941, together with pertinent data and comparative statistics, were presented and also considered.

After discussion and careful consideration the financial and operating reports for the six months' period January 1 to June 30, 1941, were ordered placed on file.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
\_\_\_\_\_  
Secretary.

MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., August 18-1941  
4:00 P.M.

There being no quorum present, the meeting adjourned to  
Monday, August 25, 1941, at 4:00 o'clock P.M.



\_\_\_\_\_  
Secretary.

## MILWAUKEE GAS LIGHT COMPANY

## Adjourned Regular Meeting of the

Board of Directors  
-----

Milwaukee, Wis., August 25-1941 -  
4:00 P.M.

The adjourned regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, August 25, 1941, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Buchanan, W. Davidson, Ed. Gillen, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad and H. Lindsey.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meetings of the Board of Directors held on July 21, 1941 and August 18, 1941, which were read and approved.

REPORT: The balance sheet of the company as of July 31, 1941, and an income and profit and loss statement for the seven months ending July 31, 1941, together with pertinent data and comparative statistics, were presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.00), payable on the 1st day of September, 1941, to stockholders of record at the close of business on the 26th day of August, 1941, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

## MILWAUKEE GAS LIGHT COMPANY

-2- Adjourned Regular Meeting of the Board of Directors - 8/25/41 (Cont.)

COMMON STOCK DIVIDEND: Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.00), payable on the 30th day of August, 1941, to stockholders of record at the close of business on the 25th day of August, 1941, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., September 15-1941  
4:00 P.M.

There being no quorum present, the meeting adjourned to  
Monday, September 22, 1941, at 4:00 o'clock P.M.

  
\_\_\_\_\_  
Secretary.



## MILWAUKEE GAS LIGHT COMPANY

Adjourned Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., September 22-1941 -  
4:00 P.M.

The adjourned regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, September 22, 1941, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. E. Buchanan, W. Davidson, Ed. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wamvig.

DIRECTORS ABSENT: Mr. F. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meetings of the Board of Directors held on August 25, 1941 and September 15, 1941, which were read and approved.

REPORT: The balance sheet of the company as of August 31, 1941, and an income and profit and loss statement for the eight months ending August 31, 1941, together with pertinent data and comparative statistics, were presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

RETIREMENT OF OLD EMPLOYEES: The President then submitted for consideration the cases of Frank E. Osterthun and Frank Tarantine, old employees of the company who, because of age infirmities and permanent illness, should be retired from active service. He recommended that, upon their retirement, they be given a welfare allowance payable monthly until further action of this Board.

Frank E. Osterthun, employed as a clerk in the office of the West Side Station, is 60 years of age and has been ill since October 11, 1939 (high blood pressure). He has been in the employ of the company continuously since January 1904, or 35½ years. Ineligible for Federal Old Age Benefits.

Frank Tarantine, employed in various positions such as fireman, clinkerer, laborer, etc. at the Third Ward Station, is 70 years of age; has been ill since August 11, 1941 (heart attack) and has been in the employ of the company since March 1918, or 23 years. Eligible for Federal Old Age Benefits.

## MILWAUKEE GAS LIGHT COMPANY

-2- Adjourned Regular Meeting of the Board of Directors 9/22/41 (Cont.)

Complete records of these two employees are on file in the Payroll Department.

After discussion and upon motion of Mr. Buchanan, duly seconded, it was unanimously

RESOLVED, that Frank Osterthun and Frank Tarantine, old employees of this company, be retired from duty, and until further action by this Board Frank Osterthun be given an allowance of Thirty Dollars (\$30.00) per month, and Frank Tarantine be given an allowance of Twenty Dollars (\$20.00) per month, both effective October 1, 1941, and chargeable to Welfare Account.

SUBSCRIPTION TO THE MILWAUKEE COUNTY COMMUNITY FUND: The President presented the appeal of the Milwaukee County Community Fund and after full discussion, and upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that the President be, and he is hereby authorized to make a subscription of Five Thousand Dollars (\$5,000.00) to the Milwaukee County Community Fund for the fiscal year ending October 1-1942.

EMPLOYEES IN PEACETIME MILITARY TRAINING SERVICE: The President informed the Board that The Equitable Life Assurance Society are agreeable to permit, upon election by the Employer, continuance of the Group Life coverage for employees in peacetime military service for a maximum period of two and one-half years plus an additional forty days. The officers recommend that we elect to apply for a rider to our insurance contract to this effect and that we continue to pay the employee's share of the premium for the two and one-half years plus forty days that he is in peacetime military training service.

After discussion, and upon motion of Mr. Wanvig, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to amend the company's Group Life insurance contract with The Equitable Life Assurance Society so as to include all employees who enter peacetime military training service for two and one-half years plus an additional forty days, and to continue the payment of the employee's share of the premium during such time of military service.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*L. G. Smith*

Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----Milwaukee, Wis., October 20-1941  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, October 20, 1941, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. E. Buchanan, W. Davidson, Ed. Gillen, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad and H. Lindsay.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meetings of the Board of Directors held on September 15, 1941 and September 22, 1941, which were read and approved.

REPORT: The meeting then proceeded to discuss and consider the policies of the company with respect to the natural gas situation, future material prices, taxes, and other matters affecting the company's operations. The balance sheet of the company as of September 30, 1941, and an income and profit and loss statement for the nine months ending September 30, 1941, together with pertinent data and comparative statistics, were presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary.

## MILWAUKEE GAS LIGHT COMPANY

## Regular Meeting of the

Board of Directors  
-----

Milwaukee, Wis., November 17-1941  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, November 17, 1941, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. E. Buchanan, W. Davidson, Ed. Gillen, H. Lindsay, B. Rahn and L. T. Smith.

DIRECTORS ABSENT: Messrs. F. Conrad and C. O. Wanvig.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on October 20, 1941, which were read and approved.

REPORT: The balance sheet of the company as of October 31, 1941, and an income and profit and loss statement for the ten months ending October 31, 1941, together with pertinent data and comparative statistics, were presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Lindsay, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.00), payable on the 1st day of December, 1941, to stockholders of record at the close of business on the 25th day of November, 1941, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.



## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors 11/17/41 (Cont.)

AUTHORIZATION TO BORROW FUNDS: The President informed the Board that it may be necessary to temporarily borrow funds in order to pay our property taxes which become due and payable on December 1, 1941. After full discussion and careful consideration, and upon motion of Mr. Gillen, duly seconded, the following resolutions were adopted:

WHEREAS, it is to the interests of and necessary for the business of this Corporation that it borrow from time to time hereafter not to exceed the aggregate principal amount of \$200,000;

NOW, THEREFORE, BE IT RESOLVED, that B. Rahn, President, or B. T. Franck, Vice President, and L. T. Smith, Secretary, or P. J. Imse, Assistant Secretary, or L. T. Smith, Treasurer, or P. J. Imse, Assistant Treasurer, be and they are hereby authorized to borrow from one or more banks doing business in the City of Milwaukee, Wisconsin, an aggregate principal amount of not to exceed \$200,000, and to make, execute and deliver the note or notes evidencing said borrowing, or any part thereof, payable at such time or times, but in any event not exceeding nine (9) months after the issuance thereof, and being discounted or bearing interest at such rate or rates as they may deem advisable.

FURTHER RESOLVED, that any bank may act in full reliance upon the statement or representation of any of said officers as to the amount of moneys borrowed pursuant to this resolution and as to the amount of any indebtedness outstanding at any time and incurred hereunder.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.



Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., December 15-1941  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, December 15, 1941, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. Davidson, E. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. W. C. Buchanan and F. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on November 17, 1941, which were read and approved.

REPORT: The Balance Sheet of the company as of November 30, 1941, and an income and profit and loss statement for the eleven months ending November 30, 1941, together with pertinent data and comparative statistics, were presented and considered. The treasurer reported that in order to pay property taxes amounting to \$581,134.25, and the regular quarterly dividend on Preferred Stock amounting to \$35,000, both due and payable on December 1, 1941, it was necessary that the company borrow \$150,000 on November 29, 1941 from the First Wisconsin National Bank at an interest rate of One and One-half Percent (1½%) per annum. It is proposed to cancel this note by payment on December 29, 1941, which will then leave an estimated minimum cash balance just barely sufficient for present working capital. After discussion and careful consideration, and due to the limited amount of cash available, it was agreed that no dividends on the Common Stock of the company be declared and paid at this time. The reports were ordered placed on file.



## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors 12/15/41 (Cont.)

APPROVAL OF DONATION TO AMERICAN RED CROSS  
ROLL CALL CAMPAIGN:

The President reported that on November 18, 1941, the officers had made a donation of \$100 to the American Red Cross. He stated that due to the National emergency and resultant demands upon the Red Cross, it will be necessary for them to double their quota in both memberships and funds. Hence the direct appeal to the company aside and separate from the individual contributions of our employees. Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that the action of the officers in making a donation of One Hundred Dollars (\$100.00) to the American Red Cross, be, and the same is hereby approved and confirmed.

MEMBERSHIP IN THE CHAMBER OF COMMERCE OF THE  
UNITED STATES OF AMERICA:

The President recommended that we renew our membership in the Chamber of Commerce of The United States of America for the calendar year of 1942, at a subscription rate of \$150.00 per annum. After discussion, and upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a subscription of One Hundred Fifty Dollars (\$150.00) to the Chamber of Commerce of The United States of America as membership dues for the year ending December 31, 1942.

DONATION TO WAR RELIEF FUND OF AMERICAN RED CROSS: The meeting then proceeded to discuss and consider the appeal of the American Red Cross for funds to carry on the relief work it is now doing and that will be necessary to be done in the future, especially now that the country is at war. The appeal of the Red Cross is for a fund of \$50,000,000, of which \$500,000 has been set as the quota for Milwaukee County to raise. After discussion and careful consideration, it was the opinion of the members present that the company make a donation of \$3,000 at this time. Thereupon, on motion of Mr. Davidson, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a donation of Three Thousand Dollars (\$3,000) to the American Red Cross for United States War Relief.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*R. G. Smith*  
 Secretary.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., January 19, 1942  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, January 19, 1942, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, E. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. W. C. Buchanan, F. Conrad and W. Davidson.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on December 15, 1941, which were read and approved.

REPORT: The balance sheet of the company as of December 31, 1941, and an income and profit and loss statement for the twelve months ending December 31, 1941, together with pertinent data and comparative statistics, were presented and considered. The Treasurer reported that the amount of \$150,000, borrowed on November 29, 1941 from the First Wisconsin National Bank, as evidenced by our note, was paid on December 29, 1941. After discussion and careful consideration, the reports were ordered placed on file.

DONATION TO ARCHDIOCESE OF MILWAUKEE: The President presented the appeal of the Archdiocese of Milwaukee in their Centennial Campaign for funds to carry on the charitable work they are now doing, and to complete the rebuilding of St. John's Cathedral, which was partially destroyed by fire in the year 1935. After discussion and careful consideration, it was the opinion of the members present that the company make a donation of \$50.00 at this time; however, that this amount be applied only for charities.

Thereupon, on motion of Mr. Wanvig, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a donation of Fifty Dollars (\$50.00) to the Milwaukee Archdiocesan Centennial Fund, to be used for charitable purposes.

## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors 1/19/42 (Cont.)

RETIREMENT OF EMPLOYEE: The President submitted the case of Burton Streeter, an employe physically unable to continue at his work. Mr. Streeter was employed in the Storeroom cleaning and repairing Street Department tools. He is 64 years of age and has been in the employ of the company since October 29, 1923, or 18 years. The complete record of this employe is on file in the Payroll Department.

Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that Burton Streeter be retired from duty, and that until further action by the Board of Directors he be given an allowance, during his life, of Forty Dollars (\$40.00) per month, beginning January 1, 1942 and until April 30, 1942; Twenty Dollars (\$20.00) per month after April 30, 1942, until Mrs. Streeter becomes eligible for Social Security benefits; and Ten Dollars (\$10.00) per month after Mrs. Streeter becomes eligible for Social Security benefits, and so long thereafter as she remains eligible for Social Security benefits, the above payments chargeable to Welfare Account.

EMPLOYEES ENTERING MILITARY OR NAVAL SERVICES OF THE UNITED STATES:

The President informed the Board that heretofore the company has been paying the regular full premium under the Group Life Insurance Plan for all those employes who have entered peacetime military service (prior to December 8, 1941) and who were then members of the company's Group Life Insurance Plan. Now that we are at war, and the Assurance Society has terminated the insurance on employes who enter the Military or Naval Services of the United States, the company is giving to such employes a check for \$16.00, which is approximately equivalent to the amount that the company has been paying as a premium (annual basis) under the employes' Group Life Insurance Plan.

Employes entering the Military or Naval Services of the United States are being encouraged to use the \$16.00 toward the purchase of Government Insurance. We are informed that the \$16.00 is equivalent to approximately the premium cost of \$2,000 of Government Life Insurance for one year (5 year level premium term).

Circumstances permitting, and until further notice, the company will continue to pay the \$16.00 to each employe who enters the Military or Naval Services of the United States during the period of this war, and who are then members of the company's Group Life Insurance Plan.

## MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors 1/19/42 (Cont.)

After discussion, and upon motion of Mr. Lindsay, duly seconded, it was unanimously

RESOLVED, that the action taken by the officers as above written, be, and the same is hereby authorized, approved and confirmed.

RULE COVERING THE FURNISHING OF ADDITIONAL GAS SERVICE  
TO EITHER NEW OR EXISTING CUSTOMERS:

The President informed the Board that the increasing demand for gas in the Milwaukee area has reached a point where serious doubt exists as to the ability of existing equipment of the Milwaukee Gas Light Company to meet any increase in requirements.

On January 5, 1942, our sendout was 38,932,000 cubic feet, surpassing the previous peak day (March 17, 1941) by 5,600,000 cubic feet; that our purchases from The Milwaukee Coke & Gas Company were at a maximum and our carburetted water gas plant, our purification plant and our transmission pumping mains were all operating at top capacity; that while we fulfilled all demands on that day, we were able to do so only by making substantial withdrawals from stock.

The President further stated that with these serious conditions facing us, it was necessary, in his judgment, to discontinue for the present to accept new industrial, househeating and industrial and/or commercial space heating customers, or to supply increased amounts to existing industrial and industrial and/or commercial space heating customers. A copy of the letter of explanation and a copy of the rule proposed for filing with the Public Service Commission of Wisconsin on January 20, 1942, were presented to the Board and appended to these minutes as pages 136 and 137, inclusive. It was stated that a copy of substantially the same rule had been submitted to the Commission on January 8, 1942.

After lengthy discussion and careful consideration, and upon motion of Mr. Wanvig, duly seconded, it was unanimously

RESOLVED, that the action taken by the President as above written, and the filing of the Rule Covering the Furnishing of Additional Gas Service to Either New or Existing Customers, with the Public Service Commission of Wisconsin, be, and the same is hereby authorized, approved and confirmed.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*L. P. Smith*

Secretary.



## MILWAUKEE GAS LIGHT COMPANY

(COPY)

January 7, 1942

Public Service Commission of Wisconsin  
State Office Building  
1 West Wilson Street  
Madison, Wisconsin

Gentlemen:

It is necessary that we ask your approval of the enclosed rule permitting us to decline to serve new industrial, househeating and space heating customers or to supply increased amounts to existing industrial and space heating customers.

On January 5, 1942, our sendout was 38,932,000 cubic feet, surpassing the previous peak day (March 17, 1941) by 5,600,000 cubic feet. The sendout cards for January 5 and 6, 1942 are enclosed. We were able to fulfill all demands by making substantial withdrawals from stock. Our purchases from The Milwaukee Coke & Gas Company were at a maximum and our carburetted water gas plant, our purification plant and our transmission pumping mains were all operating at top capacity. If we did not reach the ultimate of our ability to serve, we came very close to it.

Under these circumstances we cannot attempt to serve new customers or to supply increased amounts to existing customers without seriously endangering our ability to serve present customers and we must ask your approval of the enclosed rule which will at least afford us the opportunity to decline the more substantial loads unless they can be served on an interruptible basis. If you wish additional information, we shall be pleased to provide it.

Yours very truly,

(Signed) B. RAHN

President

BR/eb  
Enc. 3

## MILWAUKEE GAS LIGHT COMPANY

(COPY)

Rule Covering the Furnishing of Additional  
Gas Service to Either New or Existing  
Customers  
-----

The company shall not be obligated to supply increased service to industrial gas service customers and industrial and/or commercial space heating customers receiving service as of January 20, 1942, or to attach new industrial gas service customers and new househeating and new industrial and/or commercial space heating customers thereafter, if it appears that such increased use of service or new use of service will adversely affect the service of existing customers. If existing facilities will permit, the company may enter into written agreements with existing or new industrial customers to provide gas, subject to interruption during the months of November to March, inclusive, upon notice of twenty-four hours or more. The order of interruption shall be the reverse of the order of acquisition and the interruption shall continue until such a time as the company, in its opinion, is able to resume service without endangering service to other consumers. The order of resumption of service shall be the order of the acquisition.

The foregoing provision shall become effective January 20, 1942, and shall remain in effect until May 1, 1943, unless modified after approval of the Public Service Commission.



## MILWAUKEE GAS LIGHT COMPANY

Annual Meeting of Stockholders

Milwaukee, Wis., Feb. 2, 1942 -  
10:00 A.M.

Pursuant to the By-Laws and at least ten days' notice published in the Milwaukee Sentinel and The Milwaukee Journal, as per proofs of publication on file, and ten days' notice mailed to the common stockholders individually, the annual meeting of the stockholders of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, February 2, 1942 at 10:00 o'clock A.M.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

PROOF OF NOTICE OF MEETING: The Secretary reported that notice of this meeting had been given in at least two of the daily newspapers published in the City of Milwaukee, as required by the By-Laws, and submitted affidavit of T. P. Leipzig, dated January 21, 1942, in proof of publication in the Milwaukee Sentinel, and affidavit of Louis J. Gilg, dated January 23, 1942, in proof of such publication in The Milwaukee Journal; that notice of this meeting had been mailed to each common stockholder on January 20, 1942, and submitted affidavit of Ethel M. Smith, dated January 27, 1942, in proof of such mailing. Said affidavits were ordered filed and are appended to these minutes as pages 142 to 144 inclusive.

STOCKHOLDERS PRESENT: A certified alphabetical list of the common stockholders of the corporation was presented, and upon call of the list it was found that there were present in person or represented by proxy common stockholders of the corporation as follows:

<u>Present in Person</u>	<u>Shares</u>
Anger, Arthur H.	1
Buchanan, W. C.	1
Gillen, Edward E.	1
Lindsay, Herbert F.	1
Rahn, Bruno	1
Smith, Louis T.	1
Wanvig, Chester O.	1
Total	7
<u>Present by Proxy</u>	
American Light & Traction Co., by B. Rahn	175,961
Douthirt, Walstein F.                   "       "	28
Knickerbacker, John, by Norman W. Eiseman	558
Total	176,547
Grand Total	176,554

## MILWAUKEE GAS LIGHT COMPANY

-2- Annual Meeting of Stockholders - 2/2/42

There were thus present in person stockholders of the corporation holding 7 shares of common stock, and represented by proxy, stockholders of the corporation holding 176,547 shares of common stock, or a total of 176,554 shares, being more than a majority of the total number of shares of common stock outstanding and entitled to vote. The certified list of common stockholders is appended to these minutes as pages 145 to 147 inclusive.

INSPECTION OF PROXIES: The Chairman appointed Messrs. C. O. Wanvig and Edw. E. Gillen tellers to canvass the proxies presented at the meeting and to report to the meeting what common stockholders were present in person or by proxy.

REPORT OF TELLERS: The tellers thereupon canvassed the proxies presented and compared the same with the list of common stockholders and reported that common stockholders were present in person or by proxy as above stated. The tellers' report was ordered filed and together with the proxies is appended to these minutes as pages 148 to 152 inclusive.

APPROVAL OF MINUTES: The Secretary then presented the minutes of the Annual Meeting of the Stockholders held on February 3, 1941, which were read and approved.

APPROVAL OF REPORT AND RATIFICATION OF  
ACTS OF DIRECTORS AND OFFICERS:

The Chairman then presented the annual report of the company for the year 1941, and after lengthy discussion and careful consideration, and upon motion of Mr. Eiseman, duly made and seconded, it was unanimously

RESOLVED, that the annual report of the company for the year 1941, and the acts and proceedings of the directors and officers in the furtherance of the matters therein set forth and as shown in Minute Book Vol. X on pages 96 to 137, inclusive, be and the same hereby are fully approved, ratified and confirmed.

The Chairman stated that the work of the Auditors, Arthur Andersen & Company, had not been completed and that when ready the annual report would be mailed to all the stockholders of the company.

INDEMNIFYING THE DIRECTORS AND OFFICERS  
AGAINST LIABILITIES, ETC.:

The following resolution was submitted and after discussion and careful consideration, and upon motion of Mr. Eiseman, duly made and seconded, it was unanimously

## MILWAUKEE GAS LIGHT COMPANY

-3- Annual Meeting of Stockholders - 2/2/42

RESOLVED, that each director and officer (his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, penalties, fines and expenses (such expenses to include the amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of the costs of litigation) growing out of or reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Notwithstanding any repeal of this resolution, or any amendment of the by-laws hereafter, such indemnification shall be binding upon this corporation (subject only to the exceptions herein set forth) as to all matters which occurred during, or are allocable to, the period prior to any such repeal or amendment and shall cover all claims, liabilities, penalties, fines and expenses at any time connected therewith, and also any settlement thereof, as hereinabove stated.

ELECTION OF DIRECTORS: The meeting then proceeded to the election of nine directors as successors to the directors whose terms expire with this annual meeting.

The following names were placed in nomination by Mr. Rahn, all of whom are stockholders in the corporation:

1. Arthur H. Anger	Milwaukee, Wis.
2. W. C. Buchanan	" "
3. Frank L. Conrad	Chicago, Ill.
4. Walter Davidson	Milwaukee, Wis.
5. Edward E. Gillen	" "
6. Herbert F. Lindsay	" "
7. Bruno Rahn	" "
8. L. T. Smith	" "
9. Chester O. Wanvig	" "

## MILWAUKEE GAS LIGHT COMPANY

-4- Annual Meeting of Stockholders - 2/2/42

There being no other nominations, and on motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that the Secretary be, and he hereby is instructed to cast the ballot of all stockholders present in person or by proxy for the election of the above named gentlemen to serve as Directors of the company until the next annual meeting of the Stockholders, or until their successors shall be elected and qualified.

The Secretary having cast the ballot of the Stockholders as directed, the above named nine gentlemen were thereupon declared by the Chairman duly elected Directors until the next annual meeting of the Stockholders, or until their successors shall be elected and qualified.

ADJOURNMENT: No other business coming before the meeting, it was, on motion duly made and seconded, adjourned.



Secretary.



## MILWAUKEE GAS LIGHT COMPANY

STATE OF WISCONSIN,  
MILWAUKEE COUNTY.

SS.

NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS  
To the Stockholders of  
Milwaukee Gas Light Company.  
Notice is hereby given that the Annual  
Meeting of the Stockholders of Milwaukee  
Gas Light Company will be held, pursuant  
to the By-Laws, at the office of the com-  
pany, 626 East Wisconsin Avenue, Milwau-  
kee, Wisconsin, on the 2nd day of Febru-  
ary, 1942, at 10:00 o'clock A. M., for the  
purpose of electing Directors and for the  
transaction of such other business as may  
properly come before the meeting.  
Signed: L. T. SMITH,  
Secretary.  
MILWAUKEE, WIS.  
Dated: January 20, 1942.

T. P. Leipzig . . . . ., being duly sworn, says that  
he is the foreman of the printers of the MILWAUKEE  
SENTINEL, which is a public newspaper of general cir-  
culation, printed and published in the City of Milwau-  
kee, in said county; that a notice, of which the printed  
one hereto attached is a true copy, was published in said  
newspaper on the following date:

January 21, 1942

that the said MILWAUKEE SENTINEL is a newspaper  
printed in the English language, and that said printed  
copy was taken from said newspaper.

Subscribed and sworn to before me

on January 21st . . . . ., 1942

Notary Public, Milwaukee County.  
My Commission Expires Sept. 6, 1942

2770-35

## Affidavit of Publication

State of Wisconsin, }  
Milwaukee County. SS.

NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS  
To the Stockholders of  
Milwaukee Gas Light Company.  
Notice is hereby given that the Annual  
Meeting of the Stockholders of Milwaukee  
Gas Light Company will be held, pursuant  
to the By-Laws, at the office of the com-  
pany, 626 East Wisconsin Avenue, Milwau-  
kee, Wisconsin, on the 2nd day of February,  
1942, at 10:00 o'clock A. M., for the purpose  
of electing Directors and for the transaction  
of such other business as may properly come  
before the meeting.  
(Signed) L. T. SMITH,  
Secretary.  
MILWAUKEE, WIS.  
Dated: January 20, 1942.

....., being duly sworn, says that  
he is the foreman of the printers of The Milwaukee Journal, which is a public news-  
paper of general circulation, printed and published in the city of Milwaukee, in said  
county; that a notice, of which the printed one hereto attached is a true copy, was  
published in said newspaper on the . . . . . twenty-first . . . . . day of  
January . . . . ., 1942, and once in each and every week  
thereafter for . . . . . successive and consecutive weeks; that the date of the last of  
such publications was the . . . . . day of . . . . . A. D.,  
193. . . . .; and that said publication was made once in each week for . . . . . one . . . . .  
successive weeks in all. That the said Milwaukee Journal is a newspaper printed in  
the English language and that said printed copy was taken from said newspaper.

Subscribed and sworn to before me this . . . . . 23rd . . . . . day of  
January . . . . . A. D., 1942.

Notary Public, Milwaukee County, Wisconsin

## MILWAUKEE GAS LIGHT COMPANY

AFFIDAVIT

STATE OF WISCONSIN    )  
                               ) ss.  
 County of Milwaukee )

I, ETHEL M. SMITH, being duly sworn, depose and say that I am in the employ of Milwaukee Gas Light Company as Stenographer and Clerk in the office of the Secretary of said Company; that on the 20th day of January, 1942, I had addressed and caused to be mailed, and know of my own knowledge that there was deposited in the Post Office at Milwaukee, Wisconsin, to be mailed, notices of Annual Meeting of Stockholders of Milwaukee Gas Light Company, addressed to each stockholder as his address appeared on the Stock Book of the company at that date, and that the attached is a true copy of the notice so mailed.

Ethel M. Smith

Subscribed and sworn to before me  
 this 27<sup>th</sup> day of January, 1942.

M. Lenta  
 Notary Public, Milwaukee County, Wis.

My Commission expires Nov. 8, 1942



## MILWAUKEE GAS LIGHT COMPANY

EAST WISCONSIN AVE. AT NORTH VAN BUREN ST.

MILWAUKEE

B. RAHN  
PRESIDENT  
E. HAASE  
VICE-PRESIDENT  
B. T. FRANCK  
VICE-PRESIDENT  
L. T. SMITH  
SECRETARY & TREASURER  
R. JOHNSON  
ASST. SECRETARY & ASST. TREASURER  
P. J. IMSE  
ASST. SECRETARY & ASST. TREASURER

## NOTICE OF ANNUAL MEETING

OF STOCKHOLDERS  
-----

To the Stockholders of  
Milwaukee Gas Light Company.

Notice is hereby given that the Annual Meeting of the Stockholders of Milwaukee Gas Light Company will be held, pursuant to the By-Laws, at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on the 2nd day of February, 1942, at 10:00 o'clock, A.M., for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

Yours very truly,



Secretary

Dated: January 20, 1942.

## MILWAUKEE GAS LIGHT COMPANY

CERTIFIED LIST OF COMMON STOCKHOLDERSFebruary 2, 1942

	<u>Number of Shares</u>
American Light & Traction Co. 105 West Adams St., Room 2200, Chicago, Ill.....	175,961
Ethel B. Scully Alden Route 4, Fort Wayne, Ind.....	18
Anderson & Co. c/o Fidelity-Philadelphia Trust Co. 135 South Broad St., Philadelphia, Pa.....	125
Arthur H. Anger 2669 No. Terrace Ave., Milwaukee, Wis.....	1
Emily B. Bayley c/o E. W. Clark & Co. 321 Chestnut St., Philadelphia, Pa. or Gamberlake House, Axminster, Devon, England.....	36
R. B. Brown Deer Harbor, Orcas Island, Washington.....	45
W. C. Buchanan c/o Globe Steel Tubes Co. 3839 W. Burnham St., Milwaukee, Wis.....	1
Florence W. Colton Old Gulph Road & Roberts Ave., Bryn Mawr, Pa.....	21
Mrs. Florence W. Colton Old Gulph Road & Roberts Ave., Bryn Mawr, Pa.....	61
Harold S. Colton Flagstaff, Arizona.....	100
Frank L. Conrad c/o American Light & Tr. Co. 105 West Adams St., Suite 2200, Chicago, Ill.....	1
Maria B. Curtis c/o Green & Beatty Gleave Hall Bldg., Media, Delaware Co., Pa.....	16
Walter Davidson 3700 W. Juneau Ave., Milwaukee, Wis.....	1
Walstein F. Douthirt 52 William St., New York City, N. Y.....	28
Fidelity-Philadelphia Trust Co., Harold Sellers Colton & Robt. P. Esty, Trustees u/w of Sabin W. Colton, Jr., Deceased c/o Fidelity-Philadelphia Trust Co., Trust Dept. 135 So. Broad St., Philadelphia, Pa.....	1,219

**MILWAUKEE GAS LIGHT COMPANY**  
**CERTIFIED LIST OF COMMON STOCKHOLDERS**

February 2, 1942

	<u>Number of Shares</u>
Lucy Ripley Fox 2015 No. Lake Drive, Milwaukee, Wis.....	72
Edward E. Gillen c/o Edw. E. Gillen Co. 626 E. Wisconsin Ave., Milwaukee, Wis.....	1
Alfred Morton Githens 101 Park Ave., New York, N.Y.....	12
Thomas S. Githens Alden Park Manor Wissahickon & Cheltenham Aves., Gtn., Philadelphia, Pa.....	12
Elsabeth L. Glass 925 E. Wells St., Milwaukee, Wis.....	39
Louise Gregg 2919 No. Hackett Ave., Milwaukee, Wis.....	18
Ewald Haase 3012 No. Stowell Ave., Milwaukee, Wis.....	39
Integrity Trust Co. and Susan S. Jardella, Trustees under the will of Evaleen Y. Sullivan, Dec'd. c/o Trust Department, 16th & Walnut St., Philadelphia, Pa...	223
John Knickerbacker 86 First St., Troy, New York.....	558
Herbert F. Lindsay 126 So. Second St., Milwaukee, Wis.....	1
Edith Madeira The Newport 16th & Spruce St., Philadelphia, Pa.....	54
Hannah S. Molony c/o The Fifth Ave. Bank of New York 530 Fifth Ave., New York, N. Y.....	41
Katharine M. Morris 323 W. Mermaid Lane, Chestnut Hill, Philadelphia, Pa.....	27
Nathalie Morris 323 W. Mermaid Lane, Chestnut Hill, Philadelphia, Pa.....	27
George R. Nichols 1531 Locust St., Philadelphia, Pa.....	46
Bruno Rahn 626 E. Wisconsin Ave., Milwaukee, Wis.....	1
Cornelia W. Roebling #1 West State St., Trenton, N. J.....	1,052

-3-

**MILWAUKEE GAS LIGHT COMPANY**  
**CERTIFIED LIST OF COMMON STOCKHOLDERS**

February 2, 1942

	<u>Number of Shares</u>
Howard C. Rogers 870 Second Ave., Troy, New York.....	3
G. T. Shoemaker c/o American Light & Tr. Co. 105 West Adams St., Suite 2200, Chicago, Ill.....	1
Louis T. Smith 626 E. Wisconsin Ave., Milwaukee, Wis.....	1
George Stevens P.O. Box 506, Lowell, Mass.....	113
Chester O. Wanvig c/o Globe-Union Inc. 900 E. Keefe Ave., Milwaukee, Wis.....	1
Mary R. White, Louis Quarles & Marshall & Ilsley Bank, Trustees of the Trust created by last will & testament of Edwin E. White, Dec'd. 721 No. Water St., Milwaukee, Wis.....	24
<b>Total</b>	<u><u>180,000</u></u>

I, L. T. SMITH, Secretary of Milwaukee Gas Light Company, a corporation organized and existing under the laws of the State of Wisconsin, do hereby certify that the above statement of Stockholders of Record of this corporation with the number of shares owned by each, represents the total issued and outstanding common capital stock of the said corporation as shown by the books of the corporation at the opening of business on the 2nd day of February, 1942.

I further certify that such stockholders are entitled to vote and to cast the number of votes indicated by the number of shares on said statement.

WITNESS my hand and seal of said corporation this 2nd day of February, 1942.

*L. T. Smith*

Secretary.





## AMERICAN LIGHT &amp; TRACTION COMPANY

## PROXY FOR ANNUAL MEETING OF STOCKHOLDERS

of

Milwaukee Gas Light Company

to be held February 2, 1942 .

KNOW ALL MEN BY THESE PRESENTS, that AMERICAN LIGHT & TRACTION COMPANY, a corporation organized under the laws of the State of New Jersey, has made, constituted and appointed, and hereby does make, constitute, and appoint Bruno Rahn, Ewald Haase, and  
 ----- L. T. Smith -----  
 or either of them, its true and lawful attorneys, or attorney, for it and in its name, place and stead, to vote on all stock owned by it in Milwaukee Gas Light Company on any and all matters and questions arising at the annual meeting of the stockholders of said company to be held on February 2, 1942, at 10 o'clock A.M., or any adjournment thereof, with full power of substitution in the premises, hereby ratifying and confirming all that its said attorney, or substitutes, shall lawfully do or cause to be done in the premises by virtue hereof.


In Witness Whereof, AMERICAN LIGHT & TRACTION COMPANY has caused these presents to be subscribed in its corporate name by its duly authorized officers and its corporate seal to be hereunto affixed this 22nd day of January , 1942.

AMERICAN LIGHT &amp; TRACTION COMPANY,

Attest:

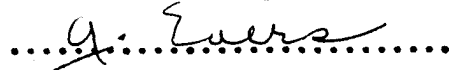


Assistant Secretary.



Vice President.

Signed, sealed and delivered  
 in the presence of:



AMERICAN LIGHT & TRACTION COMPANY

EXTRACT FROM MINUTES OF MEETING OF  
THE BOARD OF DIRECTORS OF AMERICAN  
LIGHT & TRACTION COMPANY HELD IN  
NEW YORK, N. Y., JUNE 2, 1939.


Unless otherwise ordered by the board of directors or by the Executive Committee, the president or any vice president of the Company (1) shall have full power and authority to act and vote, in the name and in behalf of this Company, at any meeting of stockholders of any corporation in which this Company may hold stock; and at any such meeting shall possess and may exercise any and all the rights and powers incident to the ownership of such stock; and (2) shall have full power and authority to execute, in the name and in behalf of this Company, proxies, in due form of law, authorizing any suitable person or persons to act and to vote at any meeting of stockholders of any corporation in which the Company may hold stock; and at any such meeting, the person or persons so designated shall possess and may exercise any and all the rights and powers incident to the ownership of such stock.

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I, THOS. K. HUMPHREY, hereby certify that I am secretary of American Light & Traction Company, a corporation of the state of New Jersey.

I further certify that the above is a true and correct copy of an extract from minutes of the meeting of the board of directors of this Company held in New York, N. Y., June 2, 1939, at which a quorum was present.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of the corporation this 22d day of January, 1942.

  
Secretary  
American Light & Traction Company

## PROXY FOR ANNUAL MEETING OF STOCKHOLDERS

of

MILWAUKEE GAS LIGHT COMPANY

to be held February 2, 1942

KNOW ALL MEN BY THESE PRESENTS, that the undersigned has made, constituted and appointed, and hereby does constitute and appoint B. RAHN and L. T. SMITH, or either of them, his true and lawful attorneys or attorney, for him and in his name, place and stead, to vote on all stock held by him in the Milwaukee Gas Light Company, on any and all matters and questions arising at the annual meeting of the stockholders of said Company to be held on the second day of February, 1942, at 10:00 o'clock a.m., or any adjournment thereof, as fully as he could do if personally present, with full power of substitution in the premises, hereby ratifying and confirming all that his said attorneys, or their substitutes, shall lawfully do or cause to be done in the premises by virtue thereof.

This proxy is given without solicitation made by or on behalf of said Company or its management, directly or indirectly.

Dated, January 21, 1942.

Walstein F. Mahre

In the presence of:

R. Kenneth

Proxy For Annual Meeting of Shareholders

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned shareholder in MILWAUKEE GAS LIGHT COMPANY, Milwaukee, Wisconsin, do hereby nominate, constitute and appoint NORMAN W. EISEMAN my true and lawful attorney, for me and in my name, place and stead to vote upon all the shares of the said MILWAUKEE GAS LIGHT COMPANY of Milwaukee, standing in my name on the books of the said Company at the annual meeting of the shareholders thereof, to be held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on the 2nd day of February, 1942, at ten o'clock, A. M., or at any meeting held pursuant to a postponement or adjournment thereof, on any and all of the proposals contained in the notice of the said annual meeting of the shareholders of said company, receipt of which notice is hereby acknowledged and the terms of which notice are hereby incorporated by reference into this proxy, with all the powers the undersigned would possess if present personally at said meeting, or at any meeting held pursuant to a postponement or adjournment thereof, hereby revoking all proxies by me heretofore made.

IN WITNESS WHEREOF, I have hereunto set my hand this thirtieth day of January, 1942.

Signature

No. of shares of Common Stock -558-

No. of shares of Preferred Stock -62-

Witness to Signature

EXCERPT FROM THE MINUTES OF THE STOCKHOLDERS'  
MEETING HELD ON FEBRUARY 2-1942 at 10:00 A.M.

INDEMNIFYING THE DIRECTORS AND OFFICERS  
AGAINST LIABILITIES, ETC.:

The following resolution was submitted and after discussion and careful consideration, and upon motion of Mr. Eiseman, duly made and seconded, it was unanimously

RESOLVED, that each director and officer (his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, penalties, fines and expenses (such expenses to include the amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of the costs of litigation) growing out of or reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Notwithstanding any repeal of this resolution, or any amendment of the by-laws hereafter, such indemnification shall be binding upon this corporation (subject only to the exceptions herein set forth) as to all matters which occurred during, or are allocable to, the period prior to any such repeal or amendment and shall cover all claims, liabilities, penalties, fines and expenses at any time connected therewith, and also any settlement thereof, as hereinabove stated.

Approved:

Date

*Feb 28<sup>th</sup> 1942*

*Arthur H. Meyer*  
Stockholder



EXCERPT FROM THE MINUTES OF THE STOCKHOLDERS'  
MEETING HELD ON FEBRUARY 2-1942 at 10:00 A.M.

INDEMNIFYING THE DIRECTORS AND OFFICERS  
AGAINST LIABILITIES, ETC.:

The following resolution was submitted and after discussion and careful consideration, and upon motion of Mr. Eiseman, duly made and seconded, it was unanimously

RESOLVED, that each director and officer (his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, penalties, fines and expenses (such expenses to include the amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of the costs of litigation) growing out of or reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Notwithstanding any repeal of this resolution, or any amendment of the by-laws hereafter, such indemnification shall be binding upon this corporation (subject only to the exceptions herein set forth) as to all matters which occurred during, or are allocable to, the period prior to any such repeal or amendment and shall cover all claims, liabilities, penalties, fines and expenses at any time connected therewith, and also any settlement thereof, as hereinabove stated.

Approved:

Date

Feb 26 42

W.C. Buchanan  
Stockholder.

EXCERPT FROM THE MINUTES OF THE STOCKHOLDERS'  
MEETING HELD ON FEBRUARY 2-1942 at 10:00 A.M.

INDEMNIFYING THE DIRECTORS AND OFFICERS  
AGAINST LIABILITIES, ETC.:

The following resolution was submitted and after discussion and careful consideration, and upon motion of Mr. Eiseman, duly made and seconded, it was unanimously

RESOLVED, that each director and officer (his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, penalties, fines and expenses (such expenses to include the amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of the costs of litigation) growing out of or reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Notwithstanding any repeal of this resolution, or any amendment of the by-laws hereafter, such indemnification shall be binding upon this corporation (subject only to the exceptions herein set forth) as to all matters which occurred during, or are allocable to, the period prior to any such repeal or amendment and shall cover all claims, liabilities, penalties, fines and expenses at any time connected therewith, and also any settlement thereof, as hereinabove stated.

Approved:

Date

*February 25<sup>th</sup> 1942*

*E. M. E. Eiseman*  
Stockholder.

EXCERPT FROM THE MINUTES OF THE STOCKHOLDERS'  
MEETING HELD ON FEBRUARY 2-1942 at 10:00 A.M.

INDEMNIFYING THE DIRECTORS AND OFFICERS  
AGAINST LIABILITIES, ETC.:

The following resolution was submitted and after discussion and careful consideration, and upon motion of Mr. Eiseman, duly made and seconded, it was unanimously

RESOLVED, that each director and officer (his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, penalties, fines and expenses (such expenses to include the amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of the costs of litigation) growing out of or reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Notwithstanding any repeal of this resolution, or any amendment of the by-laws hereafter, such indemnification shall be binding upon this corporation (subject only to the exceptions herein set forth) as to all matters which occurred during, or are allocable to, the period prior to any such repeal or amendment and shall cover all claims, liabilities, penalties, fines and expenses at any time connected therewith, and also any settlement thereof, as hereinabove stated.

Approved:

Date

Feb 25 - 1942

H. J. Rios  
Stockholder

EXCERPT FROM THE MINUTES OF THE STOCKHOLDERS'  
MEETING HELD ON FEBRUARY 2-1942 at 10:00 A.M.

INDEMNIFYING THE DIRECTORS AND OFFICERS  
AGAINST LIABILITIES, ETC.:

The following resolution was submitted and after discussion and careful consideration, and upon motion of Mr. Eiseman, duly made and seconded, it was unanimously

RESOLVED, that each director and officer (his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, penalties, fines and expenses (such expenses to include the amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of the costs of litigation) growing out of or reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Notwithstanding any repeal of this resolution, or any amendment of the by-laws hereafter, such indemnification shall be binding upon this corporation (subject only to the exceptions herein set forth) as to all matters which occurred during, or are allocable to, the period prior to any such repeal or amendment and shall cover all claims, liabilities, penalties, fines and expenses at any time connected therewith, and also any settlement thereof, as hereinabove stated.

Approved:

Date

Feb. 24th, 1942

Gunnar Rahn.  
Stockholder.

EXCERPT FROM THE MINUTES OF THE STOCKHOLDERS'  
MEETING HELD ON FEBRUARY 2-1942 at 10:00 A.M.

INDEMNIFYING THE DIRECTORS AND OFFICERS  
AGAINST LIABILITIES, ETC.:

The following resolution was submitted and after discussion and careful consideration, and upon motion of Mr. Eiseman, duly made and seconded, it was unanimously

RESOLVED, that each director and officer (his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, penalties, fines and expenses (such expenses to include the amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of the costs of litigation) growing out of or reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Notwithstanding any repeal of this resolution, or any amendment of the by-laws hereafter, such indemnification shall be binding upon this corporation (subject only to the exceptions herein set forth) as to all matters which occurred during, or are allocable to, the period prior to any such repeal or amendment and shall cover all claims, liabilities, penalties, fines and expenses at any time connected therewith, and also any settlement thereof, as hereinabove stated.

Approved:

Date

Feb. 24-1942

R. F. Smith.

Stockholder.



EXCERPT FROM THE MINUTES OF THE STOCKHOLDERS'  
MEETING HELD ON FEBRUARY 2-1942 at 10:00 A.M.

INDEMNIFYING THE DIRECTORS AND OFFICERS  
AGAINST LIABILITIES, ETC.:

The following resolution was submitted and after discussion and careful consideration, and upon motion of Mr. Eisenman, duly made and seconded, it was unanimously

RESOLVED, that each director and officer (his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, penalties, fines and expenses (such expenses to include the amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of the costs of litigation) growing out of or reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Notwithstanding any repeal of this resolution, or any amendment of the by-laws hereafter, such indemnification shall be binding upon this corporation (subject only to the exceptions herein set forth) as to all matters which occurred during, or are allocable to, the period prior to any such repeal or amendment and shall cover all claims, liabilities, penalties, fines and expenses at any time connected therewith, and also any settlement thereof, as hereinabove stated.

Approved:

Date

February 27 1942

Cowans  
Stockholder.

EXCERPT FROM THE MINUTES OF THE STOCKHOLDERS'  
MEETING HELD ON FEBRUARY 2-1942 at 10:00 A.M.

INDEMNIFYING THE DIRECTORS AND OFFICERS  
AGAINST LIABILITIES, ETC.:

The following resolution was submitted and after discussion and careful consideration, and upon motion of Mr. Eiseman, duly made and seconded, it was unanimously

RESOLVED, that each director and officer (his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, penalties, fines and expenses (such expenses to include the amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of the costs of litigation) growing out of or reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Notwithstanding any repeal of this resolution, or any amendment of the by-laws hereafter, such indemnification shall be binding upon this corporation (subject only to the exceptions herein set forth) as to all matters which occurred during, or are allocable to, the period prior to any such repeal or amendment and shall cover all claims, liabilities, penalties, fines and expenses at any time connected therewith, and also any settlement thereof, as hereinabove stated.

Approved:

Date

Feb. 24, 1942.

Burns Kahn,  
Stockholder.

(Proxy for American Light & Traction Co.)

EXCERPT FROM THE MINUTES OF THE STOCKHOLDERS'  
MEETING HELD ON FEBRUARY 2-1942 at 10:00 A.M.

INDEMNIFYING THE DIRECTORS AND OFFICERS  
AGAINST LIABILITIES, ETC.:

The following resolution was submitted and after discussion and careful consideration, and upon motion of Mr. Eiseman, duly made and seconded, it was unanimously

RESOLVED, that each director and officer (his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, penalties, fines and expenses (such expenses to include the amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of the costs of litigation) growing out of or reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Notwithstanding any repeal of this resolution, or any amendment of the by-laws hereafter, such indemnification shall be binding upon this corporation (subject only to the exceptions herein set forth) as to all matters which occurred during, or are allocable to, the period prior to any such repeal or amendment and shall cover all claims, liabilities, penalties, fines and expenses at any time connected therewith, and also any settlement thereof, as hereinabove stated.

Approved:

Date

Feb. 24. 1942.

Burns Pahn.  
Stockholder.

(Proxy for W. F. Douthirt)

EXCERPT FROM THE MINUTES OF THE STOCKHOLDERS'  
MEETING HELD ON FEBRUARY 2-1942 at 10:00 A.M.

INDEMNIFYING THE DIRECTORS AND OFFICERS  
AGAINST LIABILITIES, ETC.:

The following resolution was submitted and after discussion and careful consideration, and upon motion of Mr. Eiseman, duly made and seconded, it was unanimously

RESOLVED, that each director and officer (his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, penalties, fines and expenses (such expenses to include the amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of the costs of litigation) growing out of or reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Notwithstanding any repeal of this resolution, or any amendment of the by-laws hereafter, such indemnification shall be binding upon this corporation (subject only to the exceptions herein set forth) as to all matters which occurred during, or are allocable to, the period prior to any such repeal or amendment and shall cover all claims, liabilities, penalties, fines and expenses at any time connected therewith, and also any settlement thereof, as hereinabove stated.

Approved:

Date

Feb 26, 1942  
Thomas R. Eiseman

(Proxy for John Knickerbacker)  
Stockholder.

## MILWAUKEE GAS LIGHT COMPANY

Annual Meeting of the

Board of Directors  
-----Milwaukee, Wis., Feb. 2, 1942 -  
11:00 A.M.

Pursuant to the By-Laws, the annual meeting of the Directors of the Milwaukee Gas Light Company was held immediately following the annual meeting of the Stockholders, at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, February 2, 1942, at 11:00 o'clock A.M.

DIRECTORS PRESENT: Messrs. A. Anger, W. C. Buchanan, Ed. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad and W. Davidson.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on January 19, 1942, which were read and approved.

ELECTION OF OFFICERS: The meeting then proceeded to the election of officers of the company for the ensuing year. The following names were placed in nomination by Mr. Rahn:

Bruno Rahn	President
Ewald Haase	Vice President
Bernard T. Franck	Vice President
Louis T. Smith	Secretary & Treasurer
Paul J. Imse	Asst. Secy. & Asst. Treas.
Robert Johnson	Asst. Secy. & Asst. Treas.
Thomas M. Leahy	Asst. Secretary
J. F. McEllen	Asst. Secretary

There being no other nominations, on motion of Mr. Wanvig, seconded and unanimously carried, the Secretary was instructed to cast the ballot of the Directors present for the election of said nominees, which was accordingly done, and thereupon the Chairman declared the above named as officers of the company to serve until the next annual meeting of the Directors, or until their successors shall be elected and qualified.



## MILWAUKEE GAS LIGHT COMPANY

-2- Annual Meeting of the Board of Directors - 2/2/42.

SALARIES OF OFFICERS: On motion of Mr. Wanvig, duly seconded and unanimously adopted, it was

RESOLVED, that the annual salaries of the officers listed below be the amounts set opposite their respective names and effective on the date specified, payable monthly:

		<u>Amount Per Annum</u>	<u>Effective</u>
Bruno Rahn	President	\$27,500	Feb. 1-1942
B. T. Franck	Vice President	10,000	Feb. 1-1942
Louis T. Smith	Secretary & Treasurer	10,000	Feb. 1-1942
Paul J. Imse	Asst.Secy. & Asst.Treas.	6,000	Dec. 1-1941
Robert Johnson	Asst.Secy. & Asst.Treas.	6,000	Dec. 1-1941

APPOINTMENT OF COUNSEL: On motion of Mr. Buchanan, duly seconded, Miller, Mack & Fairchild were appointed Counsel of the company with a retainer fee of \$12,000 per annum.

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Lindsay, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of March, 1942, to stockholders of record at the close of business on the 23rd day of February, 1942, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*L. F. Smith*

Secretary.

## MILWAUKEE GAS LIGHT COMPANY

## Regular Meeting of the

Board of Directors  
-----

Milwaukee, Wis., March 16, 1942  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, March 16, 1942, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, E. Gillen, H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad and W. C. Buchanan.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

DEATH OF MR. WALTER DAVIDSON: The President reported the death of Director Walter Davidson, who died on February 7, 1942, at the age of sixty-five. He was a director of this company continuously for 11 years, having been elected to that office April 20, 1931. The President appointed Mr. Gillen and Mr. Wanvig to constitute a committee to draft suitable resolutions, and when adopted by the Board, such resolutions be spread upon the records of the company.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on February 2, 1942, which were read and approved.

REPORT: The balance sheet of the company as of February 28, 1942, and an income and profit and loss statement for the two months ending February 28, 1942, together with pertinent data and comparative statistics, were presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

COMMON STOCK DIVIDEND: Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.00), payable on the 30th day of March, 1942, to stockholders of record at the close of business on the 24th day of March, 1942, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors 3/16/42 (Cont.)

APPROVAL OF CHANGE IN RATES FOR GAS SOLD IN  
ZONE III AND ZONE IV:

The President reported that the company is filing with the Public Service Commission of Wisconsin Amendments of the General Service Rates in Zone III and Zone IV, that provide for a reduction in rates after a total monthly consumption of 200,000 cu. ft. The effect of these reductions in the revenue from gas sales will be approximately \$200 per annum in Zone III and \$1,500 per annum in Zone IV when based on the 1941 consumption.

After discussion, and upon motion of Mr. Lindsay, duly seconded, it was unanimously

RESOLVED, that the action taken by the President, as above written, be and the same is hereby authorized, approved and confirmed.

Copies of the letters to the Public Service Commission of Wisconsin, and copies of the General Service Rates effective in the territory of Zone III and Zone IV are appended to these minutes as pages 157 to 162 inclusive.

DONATION TO UNITED CHINA RELIEF FUND: The meeting then proceeded to discuss and consider the appeal for funds to aid the stricken people of China. The United China Relief, Inc. is representing 8 agencies and the combined appeal is for a fund of \$8,000,000., of which \$50,000. has been set as the quota for Milwaukee County to raise.

After discussion and careful consideration, and upon motion of Mr. Gillen, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to make a donation of Two Hundred Fifty Dollars (\$250.00) to the United China Relief, Inc.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

*H. G. Smith*

Secretary.

## MILWAUKEE GAS LIGHT COMPANY

(C O P Y)

Letterhead of Milwaukee Gas Light Company

March 6, 1942

Public Service Commission of Wisconsin  
Madison, Wisconsin

Gentlemen:

We herewith file an amendment of the General Service Rate in Zone IV designated as Gg-4 and filed with the Public Service Commission of Wisconsin on July 18, 1939, and which became effective August 1, 1939.

The rate schedule presently effective stipulates a net charge of 75¢ per M. cu.ft. for all gas consumed over 50,000 cu.ft. In the amended schedule the rate blocks are extended beyond 50,000 cu.ft. and provide for a reduction in rates after a total monthly consumption of 200,000 cu.ft.

The proposed rate does not increase the cost for any customer, but will reduce the monthly bills of two or three customers at the present time.

Applying this rate to the present monthly consumption of customers who would be affected, the reduction for one year would amount to approximately \$1,500.00, however, a reduction of \$4,000.00 may be anticipated if the estimated load of these customers materializes.

This amendment is proposed to make the company's zone rate schedules more uniform in character and to give customers a price schedule somewhat comparable to that paid by customers in other rate zones.

We desire to withdraw the original General Service Rate Schedule Gg-4 as filed on July 18, 1939, and have this amended rate become effective on bills for gas consumed after meter readings taken on March 27, 1942.

Yours very truly,

(Signed) B. RAHN

President

PJI/mg

## MILWAUKEE GAS LIGHT COMPANY

(C O P Y)

COMPANY MILWAUKEE GAS LIGHT COMPANYSHEET NO. 1SCHEDULE Gg-4AMENDMENT 

## CLASS OF SERVICE

General

## TYPE OF UTILITY

Gas

Effective in Territory of Zone IV.

## Availability:

Available to all customers in Zone IV for all purposes.

## Rate:

			Gross	Net
First	200 cu.ft. or less per month		1.00	1.00
Next	1,300 cu.ft. per month (per M.Cu.Ft.)		1.30	1.20
Next	1,500 cu.ft. per month	"	1.10	1.00
Next	47,000 cu.ft. per month	"	.90	.80
Next	150,000 cu.ft. per month	"	.85	.75
Next	300,000 cu.ft. per month	"	.80	.70
Next	4,500,000 cu.ft. per month	"	.75	.65
Over	5,000,000 cu.ft. per month	"	.70	.60

## Discount or Penalty Provision:

Bills are to be rendered at 10 cents per M. cubic feet above the foregoing net rates and subject to a discount of 10 cents per M. cubic feet for payment on or before the last day of discount indicated thereon.

## Minimum Charge:

The Monthly Minimum Charge is \$1.00.

## Adjustment Clauses:

None

## Determination of Demand:

None

Applicable to Bills for gas consumed after meter readings taken on March 27, 1942.



MILWAUKEE GAS LIGHT COMPANY  
(C O P Y)

COMPANY MILWAUKEE GAS LIGHT COMPANY

SHEET NO. 2  
SCHEDULE Gg-4.1  
AMENDMENT

CLASS OF SERVICE  
General

TYPE OF UTILITY  
Gas

---

Special Terms and Provisions:

This schedule applies to gas furnished in any one month to one customer at one location through one meter. In those cases where at the Company's option two or more meters are installed on the same premises for the same customer, the amount of gas supplied through all such meters will be combined in arriving at the total charge, and the service charge and minimum bill will be the same as though one meter were installed.

For the reconnection of meters for the same customer on the same premises a charge of \$1.00 per meter will be made.

Where the Company is unable to read meters after a reasonable effort, the fact will be plainly indicated on the monthly bill, the minimum charge will be assessed, and the difference will be adjusted with the customer when the meter is again read.

Applicable to Bills for gas consumed after meter readings taken on March 27, 1942.

## MILWAUKEE GAS LIGHT COMPANY

(C O P Y)

Letterhead of Milwaukee Gas Light Company

March 17, 1942

Public Service Commission of Wisconsin  
State Office Building  
Madison, Wisconsin

Attention: Mr. H. J. O'Leary, Chief  
Rates & Research Department

Dear Sir:

Replying to yours of March 12, 1942, it is agreeable to our company to file amended General Service Rate for Zone III with the same rates for blocks of consumption over 50,000 cubic feet, as we filed recently for Zone IV.

The proposed rate does not increase the cost of any customer but will reduce the monthly bills for the aggregate account of the County Institutions of the County of Milwaukee, and one other customer. The annual reduction based on 1941 consumption would be \$192.00.

We desire to withdraw the original General Service Rate Schedule Gg-3 as filed on July 18, 1939, and have this amended rate become effective on bills for gas consumed after meter readings taken on April 17, 1942.

Yours very truly,

(Signed) B. RAHN

President

PJI/mg

## MILWAUKEE GAS LIGHT COMPANY

(C O P Y)

COMPANY MILWAUKEE GAS LIGHT COMPANYSHEET NO. 1SCHEDULE Gg-3AMENDMENT 

CLASS OF SERVICE

General

TYPE OF UTILITY

Gas

Effective in Territory of Zone III.

## Availability:

Available to all customers in Zone III for all purposes.

## Rate:

			Gross	Net
First	200 cu.ft. or less per month		\$ .50	\$ .50
Next	1,300 cu.ft. per month	(per M.Cu.Ft.)	.95	.85
Next	48,500 cu.ft. per month	"	.90	.80
Next	150,000 cu.ft. per month	"	.85	.75
Next	300,000 cu.ft. per month	"	.80	.70
Next	4,500,000 cu.ft. per month	"	.75	.65
Over	5,000,000 cu.ft. per month	"	.70	.60

## Discount or Penalty Provision:

Bills are to be rendered at 10 cents per M. cubic feet above the foregoing net rates and subject to a discount of 10 cents per M. cubic feet for payment on or before the last day of discount indicated thereon.

## Minimum Charge:

The monthly minimum charge is \$.50.

## Adjustment Clauses:

None

## Determination of Demand:

None

Applicable to Bills for gas consumed after meter readings taken on April 17, 1942.

## MILWAUKEE GAS LIGHT COMPANY

(C O P Y)

SHEET NO. 2COMPANY MILWAUKEE GAS LIGHT COMPANYSCHEDULE Gg-3.1AMENDMENT 

CLASS OF SERVICE

General

TYPE OF UTILITY

Gas

---

Special Terms and Provisions:

This schedule applies to gas furnished in any one month to one customer at one location through one meter. In those cases where at the Company's option two or more meters are installed on the same premises for the same customer, the amount of gas supplied through all such meters will be combined in arriving at the total charge, and the service charge and minimum bill will be the same as though one meter were installed.

For the reconnection of meters for the same customer on the same premises a charge of \$1.00 per meter will be made.

Where the Company is unable to read meters after a reasonable effort, the fact will be plainly indicated on the monthly bill, the minimum charge will be assessed, and the difference will be adjusted with the customer when the meter is again read.

Applicable to Bills for gas consumed after meter readings taken on April 17, 1942.

## MILWAUKEE GAS LIGHT COMPANY

Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., April 20-1942  
4:00 P.M.

There being no quorum present, the meeting adjourned to  
Monday, April 27, 1942, at 4:00 o'clock P.M.

  
\_\_\_\_\_  
Secretary.



## MILWAUKEE GAS LIGHT COMPANY

Adjourned Regular Meeting of the  
Board of Directors  
-----

Milwaukee, Wis., April 27-1942 -  
4:00 P.M.

The adjourned regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, April 27, 1942, at 4:00 o'clock, P.M.

DIRECTORS PRESENT: Messrs. A. Anger, Ed. Gillen, C. C. Joys, Jr., H. Lindsay, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. W. C. Buchanan and F. Conrad.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

MEMORIAL ON THE DEATH OF MR. DAVIDSON: The Committee, consisting of Mr. Gillen and Mr. Wanvig, appointed at the meeting of March 16th to draft suitable resolutions on the death of Mr. Walter Davidson, submitted a memorial, and upon motion of Mr. Anger was duly adopted by the Board. The memorial is appended to these minutes on page No. 167 and a copy of the same will be conveyed to the bereaved family of the deceased.

FILLING OF VACANCY IN THE BOARD OF DIRECTORS: The President nominated Mr. Carl C. Joys, Jr. to fill the vacancy in the Board of Directors caused by the death of Mr. Walter Davidson. There being no other nominations, on motion of Mr. Wanvig, seconded and unanimously carried, the Secretary was instructed to cast the ballot of the Directors present for the election of said nominee, which was accordingly done, and thereupon the Chairman declared Mr. Carl C. Joys, Jr. a Director of the company to serve until the next annual meeting of the Stockholders, or until his successor shall be elected and qualified.

Mr. Joys, Jr. being present, and being qualified to act as a Director of the corporation, immediately entered upon the discharge of his duties as a Director.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meetings of the Board of Directors held on March 16, 1942 and April 20, 1942, which were read and approved.

REPORT: The balance sheet of the company as of March 31, 1942, and an income and profit and loss statement for the three months ending March 31, 1942, together with pertinent data and comparative statistics, were

## MILWAUKEE GAS LIGHT COMPANY

-2- Adjourned Regular Meeting of the Board of Directors - 4/27/42 (Cont.)

REPORT (CONT'D.)

presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

APPROVAL OF LEASING SAFE #3934 IN THE VAULTS OF THE  
FIRST WISCONSIN NATIONAL BANK:

The President informed the Board that the lease of this Company's Safe No. 4053 in Bank of Manhattan Safe Deposit Company, 40 Wall St., New York City, expires May 1, 1942, and as there is no further need of maintaining a safe deposit box in the City of New York he authorized the transfer of the contents of said safe to Milwaukee and placed for safekeeping in Safe #3934 in the vaults of the First Wisconsin National Bank. The contents so transferred are described as follows:

## MILWAUKEE GAS LIGHT COMPANY

First Mortgage Gold Bonds  $4\frac{1}{2}\%$  Series due 1967

Nos. M 13835/14000	166 @ \$1000	\$ 166,000
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Live bonds, signed by officers of Company and authenticated by Trustee. Coupon No. 10, due March 1, 1932, and all subsequent coupons attached.

These bonds are part of the \$5,000,000, Nos. M 11501/16500, furnished by the Security Bank Note Company in 1931.

Coupons No. 1, due September 1, 1927, to No. 9 due September 1, 1931, were cremated by the Bank Note Company. Cremation certificates were furnished to The Union Trust Company, Trustee, and to our Company. See letter of January 2, 1932, Mr. W. F. Douthirt to Mr. E. Haase, and Mr. Haase's acknowledgment of January 11, 1932.

Nos. M 14001/16500	2500 @ \$1000	\$2,500,000
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These are bond heads only and are not signed by officers of Company and no coupons are attached.

On motion of Mr. Wanvig, duly seconded and unanimously adopted,  
it was

RESOLVED, That the action of the officers in renting, on April 17, 1942, in the name of this corporation, Safe #3934 in the vaults of the First Wisconsin National Bank of Milwaukee, 743 No. Water Street, Milwaukee, Wisconsin, be and the same is hereby authorized, approved and confirmed.

FURTHER RESOLVED, That access to such safe shall be had, subject to the rules and regulations

## MILWAUKEE GAS LIGHT COMPANY

-3- Adjourned Regular Meeting of the Board of Directors - 4/27/42 (Cont.)

APPROVAL OF LEASING SAFE #3934 IN THE VAULTS OF THE  
FIRST WISCONSIN NATIONAL BANK (CONT'D.)

of said First Wisconsin National Bank, by any two of the following four persons:

B. Rahn - President  
B. T. Franck - Vice President  
L. T. Smith - Secretary and Treasurer  
P. J. Imse - Asst. Secretary and Asst. Treasurer

when any two of such persons are each in the presence of the other;

FURTHER RESOLVED, That the foregoing resolutions shall continue in force until express written notice of their rescission has been received by the said First Wisconsin National Bank;

FURTHER RESOLVED, That the First Wisconsin National Bank be furnished with a certified copy of the foregoing resolutions as its authority in the premises.

ACCESS TO SAFE DEPOSIT BOX #2359 IN THE VAULTS OF THE FIRST  
WISCONSIN NATIONAL BANK;

On motion of Mr. Gillen, duly seconded and unanimously adopted,  
it was

RESOLVED, That effective April 20, 1942, access to Safe Deposit Box #2359 in the vaults of the First Wisconsin National Bank of Milwaukee, 743 North Water Street, Milwaukee, Wisconsin, standing in the name of this corporation, shall be had by any two of the following four persons:

B. Rahn - President  
B. T. Franck - Vice President  
L. T. Smith - Secretary and Treasurer  
P. J. Imse - Asst. Secretary and Asst. Treasurer

when any two of such persons are each in the presence of the other.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary.

## MILWAUKEE GAS LIGHT COMPANY

I N M E M O R I A M

The Board of Directors of  
Milwaukee Gas Light Company  
record the following expression of their  
sense of loss in the passing, on February 7, 1942,  
of their Friend and Associate

WALTER DAVIDSON  
for eleven years a member of this Board  
- - - -

In the passing of Walter Davidson, who was born September 30, 1876 and departed from this life on February 7, 1942, the Milwaukee Gas Light Company loses a director and executive of many years experience, and the community a splendid citizen.

Those of us who have had the privilege of coming in contact with him during the period of his active life, either in a business or social way, were duly impressed with his personality, his frankness of manner, and his absolute sincerity of heart and purpose.

Walter Davidson was essentially a business executive, representing the highest ideals of American enterprise. He understood how to deal with men of affairs, and to win the confidence and esteem of those who came within the radius of his activities. His dealings with his fellowmen were characterized by a clearness of mind, energy and industry, and an inherent sense of honor.

Interested and helpful in all things connected with the advancement of Milwaukee, in civic matters, in welfare work, and in all enterprises for the city's growth and development, he contributed unsparingly of his time and energy for their promotion.

The directors desire to record their personal loss, as well as the loss which the company has sustained in his death.

THE BOARD OF DIRECTORS OF  
MILWAUKEE GAS LIGHT COMPANY

<u>Arthur H. Angus</u>	<u>Herbert F. Limony</u>
<u>W. G. Buchanan</u>	<u>B. Pahr</u>
<u>Frank L. Conrad</u>	<u>H. P. Smith</u>
<u>Wm. C. Keller</u>	<u>C. W. Waring</u>

## MILWAUKEE GAS LIGHT COMPANY

## Regular Meeting of the

Board of Directors  
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Milwaukee, Wis., May 18, 1942  
4:00 P.M.

The regular monthly meeting of the Board of Directors of the Milwaukee Gas Light Company was held at the office of the company, 626 East Wisconsin Avenue, Milwaukee, Wisconsin, on Monday, May 18, 1942, at 4:00 o'clock P.M.

DIRECTORS PRESENT: Messrs. A. Anger, E. Gillen, C. C. Joys, Jr., H. Lindsey, B. Rahn, L. T. Smith and C. O. Wanvig.

DIRECTORS ABSENT: Messrs. F. Conrad and W. C. Buchanan.

PRESIDING OFFICER: Mr. B. Rahn, President of the company, presided at the meeting.

SECRETARY: Mr. L. T. Smith, Secretary of the company, was Secretary of the meeting.

APPROVAL OF MINUTES: The Secretary presented the minutes of the last meeting of the Board of Directors held on April 27, 1942, which were read and approved.

REPORT: The balance sheet of the company as of April 30, 1942, and an income and profit and loss statement for the four months ending April 30, 1942, together with pertinent data and comparative statistics, were presented and considered. After discussion and careful consideration, the reports were ordered placed on file.

PREFERRED STOCK DIVIDEND: Upon motion of Mr. Anger, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation a dividend of One and Three Quarters Percent (1-3/4%) on the 7% Cumulative Preferred Stock, Series "A", of the corporation, amounting to Thirty-five Thousand Dollars (\$35,000.), payable on the 1st day of June, 1942, to stockholders of record at the close of business on the 26th day of May, 1942, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.



## MILWAUKEE GAS LIGHT COMPANY

-2- Regular Meeting of the Board of Directors - 5/18/42 (Cont.)

COMMON STOCK DIVIDEND: Upon motion of Mr. Lindsay, duly seconded, it was unanimously

RESOLVED, that there be and hereby is declared from the surplus profits of the corporation, a dividend of One Percent (1%) on the Common Stock of the corporation, amounting to Ninety Thousand Dollars (\$90,000.00), payable on the 27th day of May, 1942, to stockholders of record at the close of business on the 21st day of May, 1942, and the Treasurer is directed and authorized to cause the same to be paid on the date specified.

WISCONSIN CITIZENS' MILITARY TRAINING CAMP ASS'N.: The President presented the appeal of the Wisconsin Citizens' Military Training Camp Association for the renewal of our annual subscription to this cause. After discussion, and upon motion of Mr. Wanvig, duly seconded, it was unanimously

RESOLVED, that the proper officers be, and they are hereby authorized to renew the subscription of One Hundred Dollars (\$100.00) to the Wisconsin Citizens' Military Training Camp Association.

MILWAUKEE WAR EXPOSITION: The President then presented the appeal of the Milwaukee War Exposition, Inc., to help underwrite the expenses of the War Exposition which will be held in the Milwaukee Auditorium June 6 to June 10, inclusive. The persons in charge of this exposition hope and expect not to have to ask for any portion of the underwriting but are planning the financing of this patriotic venture on a safe and conservative basis.

Thereupon, after full discussion and upon motion of Mr. Anger, duly seconded, the following resolution was unanimously adopted:

RESOLVED, that the proper officers be, and they are hereby authorized to make a subscription of Five Hundred Dollars (\$500.00) to the Milwaukee War Exposition, Inc., upon condition, however, that only such portion of this amount pro-rated according to the respective amounts of this contribution, and the contributions of others, shall be payable as shall be required to discharge such of the obligations of the Milwaukee War Exposition, Inc. as are in excess of its receipts available therefor.

## MILWAUKEE GAS LIGHT COMPANY

-3- Regular Meeting of the Board of Directors - 5/18/42 (Cont.)

NEW SERVICE CONTRACT WITH THE UNITED LIGHT AND POWER SERVICE  
COMPANY, EFFECTIVE JANUARY 1, 1941:

The President submitted a revised form of contract with The United Light and Power Service Company relating to services furnished by said service company to this corporation. The new contract is drafted to conform to the order of the Securities and Exchange Commission of Washington, D. C., which order was issued in connection with proceedings before it by The United Light and Power Service Company (File 37-24) approving certain changes in the form of contract which The United Light and Power Service Company is authorized to enter into as a subsidiary service company. The terms of the proposed contract are more favorable to us than the terms of the old contract. The proposed contract has been approved by the Public Service Commission of Wisconsin and will be accepted by them and placed on file when a duly executed copy is received by them.

After discussion, and upon motion of Mr. Gillen, duly seconded, the following resolution was unanimously adopted:

RESOLVED, that the President or a Vice President, together with the Secretary or an Assistant Secretary of this corporation, be and they are hereby authorized to make and enter into a contract with The United Light and Power Service Company in the form submitted to this meeting, which is the same form as has heretofore been submitted to, and approved by, the Public Service Commission of Wisconsin.

A copy of the contract and approval by the Public Service Commission of Wisconsin, referred to above, is appended to these minutes as pages 171 to 186, both inclusive.

ADJOURNMENT: There being no further business, on motion duly made and seconded, the meeting adjourned.

  
Secretary.

AGREEMENT, Made and entered into as of the 2nd day of January, 1941, by and between THE UNITED LIGHT AND POWER SERVICE COMPANY, a Maryland corporation (hereinafter referred to as the Service Company), and a corporation (hereinafter referred to as the Company).

WHEREAS, experience has shown that public utility companies, holding companies, and their affiliates, are enabled to maintain smaller and less expensive staffs of officers and employees if they are able to obtain the services of an organization which is equipped to augment and supplement the activities of their own staffs of officers and employees;

WHEREAS, the Service Company represents that it has developed and maintains a complete organization for the rendition of various types of managerial, operating, financial, accounting, purchasing, valuation, engineering, contracting, construction and other services, and by reason of the diversity involved in the rendition of such services to a group of companies provides more stable employment for its various experts in public utility operations and services, with resultant efficiency and economy therefrom;

WHEREAS, the Service Company proposes to render such services to various companies in The United Light and Power Company system at the cost to it of rendering such services; and

WHEREAS, the Company desires to supplement the services of its own organization with those of the Service Company's to the extent the Company may from time to time require and request and the Service Company may be able to perform;

NOW, THEREFORE, it is agreed by and between said parties as follows:

#### ARTICLE I.

Section 1. The Service Company shall, through its executive officers, to the extent requested by the Company from time to time, keep in touch with the affairs of the Company and advise and assist in matters relating to the management, operations and construction of the Company, and shall, whenever requested by the Company:

(a) Through its executive officers, engineers and other specialists, advise the Company respecting the operation of power plants, gas works, transmission systems, distribution systems, water systems, heating systems, railway and bus transportation systems and/or other facilities of the Company; check the results of operations; advise the Company respecting improvement of methods of operation and character of equipment, the utilization of by-products, interconnection of the properties of the Company with the properties of other companies, the purchase of electrical energy or gas and the sale of the services of the Company to other public utility companies or large consumers; and assist the Company in promoting operating economies.

(b) Supervise the preparation of and/or prepare property records of the Company for use in connection with the issuance of securities, taxation, valuation and other purposes.

(c) Examine and make tests at the factory, mines and elsewhere of fuel and other materials, equipment and supplies to be acquired by the Company for operating purposes.

(d) Assist the Company in the formulation of its financial program, the establishment of credits, the securing of loans and the preparation of annual and supplemental budgets providing for extensions and improvements of the Company's plants and properties and setting forth the financial requirements of the Company.

(e) Advise and serve the Company in connection with the issue and sale of its stocks, bonds, notes and other securities, the printing of mortgages and the engraving or printing of bonds, stock certificates and other securities; arrange for the appointment of trustees, registrars, transfer agents and dividend paying agents, and assist in matters which may arise with respect to their services, or act itself in such capacity for the Company; advise and assist the Company in connection with the authorization or approval of the issue and sale of stocks, bonds and other securities by lawfully constituted authorities having jurisdiction thereover, the authentication or certification of bonds by the trustee or trustees under the mortgage or mortgages securing the same, the calling of bonds and the release or discharge of mortgages; negotiate for the sale of the Company's bonds at wholesale and submit drafts of contracts for such sale; prepare material for bond circulars; supervise the listing of securities upon stock exchanges; furnish data for manuals; and assist in connection with complying with Blue Sky Laws. The Service Company shall not be interested directly or indirectly in any contract for the purchase from the Company of its bonds or other securities, or receive or accept any commission, discount, draw back or any other compensation or reward in connection therewith.

(f) Supervise the accounting methods and procedure of the Company to conform to the requirements, rules and regulations of any commission or commissions having jurisdiction over the accounting of the Company; audit the books of the Company from time to time; supervise and assist in the preparation of its annual and other reports to stockholders; furnish the Company with statements and analyses; and advise and assist in the standardization of accounting methods in the interest of uniform classification of accounts.

(g) Advise and assist the Company in regard to corporate matters, including stockholders' and directors' meetings and the minutes of their proceedings.

(h) Assist in the preparation and filing of the Company's tax returns and, when necessary, cause its representatives, on behalf of the Company, personally to appear before taxing authorities with respect to such returns and the tax or taxes to be levied or assessed on account thereof; and advise and assist the Company in the preparation of State, County and Municipal reports.

(i) Keep the Company advised with respect to insurance; under the Company's direction negotiate contracts for insuring the Company's property against fire, explosion and other risks, and for indemnity, group and other insurance, at the lowest possible cost; and, in case of loss to the company, supervise the preparation of proofs and perform such services as may be required with respect to the collection of insurance.

(j) Formulate rate schedules for the Company's properties; advise and assist the Company in their application; keep the Company informed on ratemaking developments; and advise and assist in connection with the handling of rate matters before State, Municipal and other authorities. The rate experts of the Service Company shall spend such time at the office and on the properties of the Company as may be necessary. The Service Company shall keep available its records and files of rates in force on public utility properties throughout the country and make studies and comparisons of these rates and keep generally informed of decisions, practices and policies in connection with ratemaking, and shall, upon request, furnish the Company with any and all such data and information.

(k) Advise and assist the Company in the organization and administration of its New Business, Merchandise and Jobbing departments and in regard to the systematic and economical conduct thereof and advise and assist the Company respecting the attraction of new industry to the territory served by the Company. The New Business and Commercial experts of the Service Company shall spend such time at the office and on the properties of the Company as may be necessary. In connection with these matters, the Service Company shall keep informed of the methods, experiments and policies of various operating companies and in touch with manufacturers of electric and gas appliances and apparatus, and shall, upon request, make data and information respecting such matters available to the Company.



(l) Compile and make available to the Company comparative tables and charts of financial, business and operating statistics of companies similar to the Company.

(m) Transmit to the Company information in regard to market conditions and other matters pertaining to purchasing and advise and assist the Company in such matters. The Service Company shall in its own name, but for the account of the Company, make purchases for the Company where such purchases can be made more advantageously by it.

(n) Design, lay out and prepare engineering plans and specifications, bills of material and final cost estimates for any construction or reconstruction work required by the Company; make detailed engineering investigations and do other things necessary in connection with the design of the work; assist in comparing bids and awarding contracts for materials and equipment; advise and make recommendations as to changes in plans and specifications which in the light of the progress of the work may appear desirable; inspect and test at the factory or elsewhere materials, equipment and supplies to be used for additions and betterments; and in general maintain close contact with the progress of any construction work for the purpose of securing the best results and maximum economy in the handling of such work.

(o) Organize and direct all necessary construction operations in connection with betterments, extensions and improvements of and additions to the Company's properties; hire in the name and for the account of the Company construction superintendents, resident engineers, foremen, accountants, timekeepers, workmen, laborers and other employees required in or about the construction work; furnish on construction work, when necessary, heavy construction tools, such as concrete mixers, tampers and excavators; assemble the construction force and construction equipment; secure insurance at the Company's cost; supervise the keeping of books of account and records and the preparation of reports and records of construction progress and requisite physical and cost data; and conduct final tests.

(p) In the event any construction work is to be done by a general contractor or sub-contractor, procure proposals therefor; compare bids and investigate the qualifications, facilities, and reputation of the contractor or sub-contractor; assist in making settlements with contractors and sub-contractors; supervise and inspect the work and operations of the contractor or sub-contractors in the field; purchase, in the name and for the account of the Company, materials and equipment not supplied by the contractor or sub-contractor; procure proposals for such

materials and equipment and make analyses and comparison of such proposals; and test and inspect materials and equipment.

(q) Render such services to the Company in addition to the above insofar as it shall be able to perform such services and as such services may be required by the Company.

Section 2. The executive officers of the Service Company shall, when requested by the company, hold conferences with the directors and officers of the Company in regard to matters of organization and personnel. Through its wide acquaintance in the public utility industry, and special attention given to procuring and developing men best fitted to fill any and all positions in the public utility business, the Service Company represents that it is in a position to assist in obtaining personnel, and shall, when requested by the Company, aid the Company in securing competent personnel.

Section 3. (a) All construction work shall be subject to the approval of the Company, and the Company shall have as full control as it shall desire to exercise over all matters pertaining to the work, including the making of purchases, the letting of sub-contracts and the construction methods to be employed.

(b) All resident engineers, superintendents, foremen, accountants, timekeepers, workmen, laborers and other persons, other than the members of the regular organization of the Service Company, employed in and about the construction work shall be employees of the Company. The Service Company shall not be answerable (except in cases of gross negligence in the selection of such employees) to anyone for the acts, faults, negligence or misconduct of such employees, or any of them, and the Company shall save the Service Company harmless from any loss, costs, expense, demand or liability resulting therefrom.

Section 4. Nothing in this Article I contained shall be construed to release the officers and directors of the Company from the performance of their respective duties or limit the exercise of their powers in accordance with the provisions of law or otherwise, and the Company shall maintain an organization for the management and operation of its properties; the services herein contracted for being intended to supplement and augment the services of such organization of the Company.

## ARTICLE II.

Section 1. The charges to be made by the Service Company to the Company for such services (including salaries and all other expenses) shall be computed as provided in the "Amended Declaration with Respect to Organization and Conduct of Business of Subsidiary Service Company Pursuant to Rule 13-22," filed by the Service Company with the Securities and Exchange Commission on June 15, 1938, pursuant to the Public Utility Holding Company Act of 1935, and approved by said Commission on September 26, 1938, as amended by the Fourth Amendment to said Declaration, filed December 11, 1940, and approved by said Commission on March 7, 1941, to wit:

Proposed method of allocating cost of doing business among member or associate companies (as hereinafter defined):

All costs of doing business shall be allocated among associate companies as follows:

I. S A L A R I E S

A. CLASSIFICATION OF SALARIES FOR PURPOSES OF ALLOCATION

1. The salaries paid by the Service Company to the following-described persons shall be allocated to or among the associate holding companies only, in the manner and on the bases provided in I-B, I-C-1-b and I-C-2-b, infra:
  - a. Persons who are directors or officers of any associate holding company.
  - b. Persons who regularly perform executive or administrative duties on behalf of one or more associate holding companies.
  - c. All persons employed in performing accounting and auditing services, except (i) those who are engaged in performing accounting and auditing work of the Service Company itself, and (ii) field auditors engaged primarily in performing services for associate operating companies.
  - d. Persons employed primarily in performing stock transfer services for associate holding companies.
  - e. Persons who are personal assistants, secretaries and clerks of, or stenographers, reception clerks, file clerks, telephone operators and messengers generally engaged in performing ministerial duties for, any of the persons designated in a, b, c and d.
2. The salaries paid by the Service Company to all persons other than those included in I-A-1 (Note 1) shall be allocated to or among associate holding companies, associate operating companies (Note 2) and the trust fund in the manner and on the bases provided in I-B and I-C, infra.

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Note 1: This group includes:

- a. Persons performing services in connection with rate, valuations and property records; insurance and the insurance trust fund; new business and merchandising; purchasing; and engineering and construction.
- b. Persons employed in performing accounting and auditing services and expressly excepted from I-A-1-c, supra.
- c. Persons engaged primarily in federal, state and local tax matters;

## B. COMPUTATION OF SALARY CHARGES

1. Each officer and employee of the Service Company shall maintain daily time records, except that the persons enumerated under I-A-1-a and I-A-1-b, supra, may keep such interim records as they deem necessary for making salary charges on a fair and equitable basis.
2. The salary charges to be made as set forth in I-C, infra, for services rendered by any officer or employee shall be determined from periodic reports made on the basis of the records maintained pursuant to I-B-1, which reports shall be submitted at not greater than monthly intervals. For convenience in computing charges, such reports shall be expressed in units (hereinafter referred to as "hours") of one-eighth (1/8) of the normal working day for the office to which the officer or employee is assigned. Salary charges to the foregoing classifications shall be computed by multiplying the number of "hours" reported as devoted to each of the classifications by the "hourly" charge of the respective officer or employee.
3. The "hourly" salary charge for each officer or employee shall be computed as of November 30th of each year (or oftener if necessary) by applying to the "hourly" rate of each officer or employee (determined by dividing the annual salary by a total standard number of working "hours," including holidays, for the year) a percentage factor to cover an allowance for overtime and nonchargeable time due to vacations, holidays, illness or other causes (see I-D, infra).

## C. ALLOCATION OF SALARY CHARGES

1. Charges to Specific Associate Companies - Insofar as the amounts thereof can be determined without excessive effort or expense, direct salary charges shall be made monthly to:
  - a. Specific associate operating companies or the trust fund.
  - b. Specific associate holding companies.

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Note 1 - continued:

in preparing reports to and handling matters before federal and state regulatory authorities; in assisting particular companies in connection with the issue, sale and redemption of securities, acquisitions and dispositions of assets and mergers, consolidations, liquidations and other similar transactions; in preparing notices, minutes and other documents for directors' and stockholders' meetings; and in rendering service in connection with similar or related matters.

Note 2: The term "operating companies" as used herein, shall include companies which, although having one or more subsidiary companies, are primarily operating companies.

2. Charges to Groups of Associate Companies - Direct salary charges for services which, because of their general and joint nature, cannot be made to specific associate companies under I-C-1, shall be made monthly to specified groups of associate companies and allocated among the associate companies comprising such groups, as follows:

a. Charges to Groups of Associate Operating Companies (see Note 2, supra):

- (i) All salary charges made to groups of associate operating companies, other than salary charges made with respect to purchasing services (see I-C-2-a-(ii), infra), shall be allocated among the various companies comprising each such group in the proportion that the "base operating revenues" of each company included in the respective group for the twelve months ended the preceding November 30th bear to the aggregate "base operating revenues" for such period of all companies included in the respective group.

"Base operating revenues" of each operating company for any twelve-month period ending November 30th shall consist of the sum of (a) 100% of the first \$600,000 of operating revenue of the company for the period, (b) 85% of the next \$3,000,000 of such revenue, and (c) 30% of the balance of such revenue (Note 3), provided, however, that:

- (1) If any company with respect to which the computation is being made has, during the period, purchased electric energy or gas from any of the associate companies named in subsection (a) of Section 3 of this Article II, or has been charged by any such companies for rental of electric or gas manufacturing or transmission facilities, before making the foregoing computation there shall be deducted from the operating revenue of the paying company an amount equal to the sum of such items.

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Note 3: The various percentages here referred to shall be reviewed from time to time, but, in any event, not less often than once a year, and adjusted by the management of the Service Company when, in its judgment, such an adjustment is necessary in order to secure a more equitable allocation of costs.



- (2) If any company with respect to which the computation is being made has, during the period, purchased electric energy or gas from any of the associate companies named in subsection (b) of Section 3 of this Article II, and/or from non-associate companies, or has been charged by any such companies for rental of electric or gas manufacturing or transmission facilities, before making the foregoing computation there shall be deducted from the operating revenue of the paying company an amount equal to 50% of the sum of such items.
- (ii) Salary charges to associate operating companies for purchasing department services shall be allocated monthly among the various companies in the proportion that the number of "units" of work of this character performed during the month for each company bears to the total number of "units" of such work performed during the month for all companies. In determining the number of "units" of work performed, each invoice approved shall be considered as equal to one "unit," each purchase order prepared or inquiry sent to a vendor shall be considered as equal to two "units," and each claim regarding defective material, etc., or each letter written, shall be considered as equal to five "units" (Note 4).
- b. Allocation of Charges to Groups of Associate Holding Companies (Note 5):
  - (i) All salary charges made to groups of associate holding companies, other than salary charges made with respect to stock transfer services (see I-C-2-b-(ii), *infra*) shall be allocated among such companies, upon the basis

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Note 4: The weighting of the various types of work used in determining the number of "units" of work performed shall be reviewed from time to time, but, in any event, not less often than once a year, and adjusted by the management of the Service Company when, in its judgment, such an adjustment is necessary in order to secure a more equitable allocation of costs.

Note 5: Subsidiary holding companies of relatively minor importance, as set forth in Item 6, shall not receive any portion of charges to groups of associate holding companies.



of ratios estimated by the management of the Service Company as fairly and equitably measuring the relative benefits accruing to each holding company from such services (Note 6). The ratios presently to be applied shall be as follows:

Holding Company

The United Light and Power Company	30 parts
The United Light and Railways Company	25 parts
Continental Gas & Electric Corporation	15 parts
American Light & Traction Company	30 parts

- (ii) Salary charges to groups of associate holding companies for stock transfer services performed in the Chicago and New York offices shall be accumulated separately for each office and shall be allocated monthly among the associate holding companies furnished with stock transfer services by the respective offices (Note 7). One-half of such salary charges originating in each office shall be allocated among the companies served, in the proportion that the number of stock certificates issued during the month in that office for each company bears to the total number of stock certificates issued during the month in that office for all companies. The remaining one-half of such salary charges originating in each office shall be allocated among the companies, in the proportion that the number of shareholders (of the classes of stock transferred in the respective offices) at the beginning of the month of each company bears to the total number of such shareholders of all companies (Note 6).

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Note 6: The ratios used in the allocation of these charges among companies shall be reviewed from time to time, but, in any event, not less often than once a year, and if, at any time, in the opinion of the management, the character and extent of the services has become such that the ratios then in use no longer fairly measure the benefits accruing to the various companies, appropriate adjustments of the ratios shall be made.

Note 7: Stock transfer services are performed by the Davenport office for one associate holding company and direct salary charges for such services shall be made to that company, as provided by I-C-1-b, supra.

3. Charges for Administration of Service Company Generally - Salary charges in connection with the general administration of the Service Company shall be allocated monthly among the associate companies in the proportion that the salary charges allocated to each associate company during the month under I-C-1 and I-C-2, supra, bear to the salary charges allocated to all associate companies under I-C-1 and I-C-2 during such month (Note 8).
4. Charges for Administration of Service Company Offices - Salary charges in connection with the administration of each of the several offices of the Service Company shall be allocated monthly among the associate companies in the proportion that the salary charges of each office allocated to each associate company during the month under I-C-1 and I-C-2, supra, bear to the salary charges of such office allocated to all associate companies under I-C-1 and I-C-2 during such month (Note 8).

D. RESERVE FOR NONCHARGEABLE AND NONPRODUCTIVE TIME

If the aggregate amount of the salary charges each month for an officer or employee exceeds the actual salary paid to such officer or employee for the month, the excess shall be credited to an account entitled "Reserve for Nonchargeable and Nonproductive Time"; if the actual salary paid to an officer or employee exceeds the aggregate salary charges for the services of such officer or employee, the excess shall be charged to this reserve. The balance (debit or credit) remaining in this reserve, after the computation of salary charges for the month of November in each year, shall be allocated among the associate companies in the proportion that the total salary charges allocated to each company under I-C, supra, during the preceding twelve months bear to the total of such salary charges allocated to all associate companies; provided, however, that no adjustment of the reserve balance need be made in any year in the event the balance (debit or credit) in the reserve at November 30 of said year is not in excess of \$1,000.

II. EXPENSES OTHER THAN SALARIES

A. EXPENSES INCURRED ON BEHALF OF ASSOCIATE COMPANIES

Expenses other than salaries incurred for the benefit of specific associate companies shall be charged monthly directly to such companies.

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Note 8: No charges will be made to this classification with respect to the services of persons designated in I-A-1, supra; such charges heretofore have accounted for the major part of the charges under this classification.

B. OTHER EXPENSES

1. General Operating Expenses - All expenses not charged or allocated pursuant to II-A, other than identifiable expenses of administration of the Service Company (see II-B-2, infra), shall be allocated among the associate companies as follows:
  - a. To the extent practicable, all such expenses shall be accumulated on standard bases with respect to each individual or functional group of individuals in each office. Accordingly, such items as rent shall be accumulated with respect to individuals or groups on the basis of floor space; expense under the Company's group insurance and annuity plans on the basis of cost for the respective individuals or groups; cost of electricity on the basis of connected load. The expenses thus accumulated shall be allocated monthly among the associate companies in the proportion that the salary charges of the individual or group allocated to each associate company under I-C-1 and I-C-2 during the month bear to the salary charges of such individual or group allocated to all associate companies under I-C-1 and I-C-2 during such month.
  - b. Any remainder of such expenses which cannot practicably be accumulated with respect to individuals or functional groups of individuals under II-B-2-a shall be accumulated with respect to each office of the Service Company. The expenses thus accumulated shall be allocated to the associate companies monthly in the proportion that the salary charges of such office allocated to each company during the month under I-C-1 and I-C-2 bear to the salary charges of such office allocated to all associate companies under I-C-1 and I-C-2 during such month.
2. General Administration Expenses of Service Company - Identifiable expenses of general administration of the Service Company shall be allocated monthly among the associate companies in the proportion that the salary charges allocated to each associate company during the month under I-C-1 and I-C-2 bear to the salary charges allocated to all associate companies under I-C-1 and I-C-2 during such month.
3. Return on Capital - No charge will be made for any return on capital.

Section 2. Bills for services rendered under this contract shall be paid by the Company to the Service Company on or before the 15th day of the month following that in which the services in question were rendered (or if the bill for such services be not received by the Company before the 8th day of such following month, then within seven days after the receipt by it of such bill).

The Service Company shall render its monthly bills for charges in such detail as may from time to time be requested by the Company.

The Service Company shall maintain adequate records so that when requested by the Company it can and will furnish complete supporting data as to the monthly charges and bills and shall also, upon request of the Company, undertake through its executive officers to substantiate before any proper governmental regulatory body the accuracy of any bills rendered to or charges made against the Company.

Section 3. In addition to the following-named corporations, the term "associate companies" shall include any other corporation (including an association, joint-stock company, business trust and organized group of persons whether incorporated or not, and any receiver, trustee, or other liquidating agent of any of the foregoing in his capacity as such) which shall be a member of The United Light and Power Holding Company System and shall enter into an agreement with the Service Company for the performance of services by the Service Company for such corporation on a basis substantially similar to that herein provided:

- (a) American Light & Traction Company
- American Michigan Pipe Line Company
- American Production Company
- Cedar Rapids Gas Company
- Cimarron Utilities Company
- Clinton, Davenport & Muscatine Railway Company
- Columbus and Southern Ohio Electric Company
- Continental Gas & Electric Corporation
- Fort Dodge Gas and Electric Company
- Guymon Gas Company
- Hillsboro Ice and Coal Company, The
- Iowa City Light and Power Company
- Iowa-Nebraska Light and Power Company
- Kansas City Power & Light Company
- Kansas Power Transmission Company, Inc.
- LaPorte Gas and Electric Company
- Lincoln Traction Company, The
- Madison Gas and Electric Company
- Maryville Electric Light and Power Company
- Mason City and Clear Lake Railroad Company
- Michigan Consolidated Gas Company
- Milwaukee Coke & Gas Company, The
- Milwaukee Gas Light Company
- Moline-Rock Island Manufacturing Company
- Ottumwa Gas Company
- Panhandle Power & Light Company
- Peoples' Gas & Electric Company
- Peoples Light Company
- Peoples Power Company
- Point Pleasant Water & Light Co.

San Antonio Public Service Company  
 South Texas Ice Company  
 Tri-City Railway Company (Illinois)  
 Tri-City Railway Company (Iowa)  
 United American Company  
 United Light and Power Company, The  
 United Light and Power Industrials, Inc., The  
 United Light and Railways Company, The  
 United Power Manufacturing Company  
 Waverly Company

- (b) American Coal Company  
 Argus Natural Gas Company, Inc.  
 Consolidated Building Company  
 Hume-Sinclair Coal Mining Company  
 Mason City Brick and Tile Company  
 Mason City Development Company  
 Milwaukee Solvay Coke Company  
 Northern Natural Gas Company  
 Peoples Light and Power Company  
 Peoples Natural Gas Company  
 Rolfe Products Company

#### ARTICLE III.

Section 1. This contract is subject to all such orders, rules and regulations as may be made by the Securities and Exchange Commission or by any other proper governmental authority.

#### ARTICLE IV.

Section 1. This contract shall be in full force and effect for the period beginning January 1, 1941, and ending December 31, 1941, and shall continue from year to year thereafter without further action on the part of either of the contracting parties hereto; provided, however, that either party shall have the right to terminate this contract at its election by giving to the other party written notice of its intention so to do not less than ninety days prior to the first day of any calendar year.

Section 2. The covenants and agreements herein contained shall inure to and be binding upon the respective parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, each of the parties hereto has caused these presents to be executed in its behalf by its officers thereunto duly authorized as of the day and year first above written.

THE UNITED LIGHT AND POWER SERVICE COMPANY

(CORPORATE)  
SEAL

BY (Signed) H. B. MUNSELL  
Vice President

ATTEST:

(Signed) W. I. BROWN  
Asst. Secretary

MILWAUKEE GAS LIGHT COMPANY

(CORPORATE)  
SEAL

BY (Signed) B. RAHN  
President

ATTEST:

(Signed) L. T. SMITH  
Secretary



## MILWAUKEE GAS LIGHT COMPANY

(C O P Y)

THE STATE OF WISCONSIN  
PUBLIC SERVICE COMMISSION  
MADISON

May 16, 1942

File No. 1387 KJJ

Mr. B. Rahn, President  
Milwaukee Gas Light Company  
Milwaukee, Wisconsin

Dear Sir:

We are in receipt of your letter of May 12, 1942 with attached form of proposed contract between the Milwaukee Gas Light Company and the United Light and Power Service Company requesting that such form of contract be approved so that it may be made applicable to the year 1941.

The revised contract dated January 2, 1941 will be accepted and placed on file subject to the conditions as set forth in our order dated October 25, 1939. The contract will be considered filed when a duly executed copy is received by us.

Very truly yours,

(Signed) EDWARD T. KAVENY

Edward T. Kaveny  
Secretary

mch